

Hearing Date and Time: August 18, 2009 at 9:45 a.m. (Eastern Time)
Objection Deadline: August 13, 2009 at 4:00 p.m. (Eastern Time)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11 Case No.:
: :
MOTORS LIQUIDATION COMPANY, et al. : 09-50026 (REG)
f/k/a General Motors Corp., et al. :
: :
Debtors. : (Jointly Administered)
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**APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ENTRY OF ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF FTI CONSULTING, INC.,
AS ITS FINANCIAL ADVISOR, NUNC PRO TUNC TO JUNE 3, 2009**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the Chapter 11 cases of General Motors Corporation, debtors and debtors-in-possession herein (the “Debtors”), submits this application (the “Application”) for entry of an order, pursuant to sections 328, 1103(a) and 1103(b) of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532, as amended (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”), authorizing the retention and employment of FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees “FTI”), as financial advisor to the Committee *nunc pro tunc* to June 3, 2009. In support of this Application, the Committee relies upon the declaration of Michael Eisenband (the “Eisenband Declaration”), which is attached hereto as Exhibit A and incorporated herein by reference, and respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b) (2). Venue of the Debtors' Chapter 11 cases and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are sections 328, 1103(a) and 1103(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a), 2016 and 5002 and Local Bankruptcy Rule 2014-1.

BACKGROUND

3. On June 1, 2009 (the "**Petition Date**"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. On June 3, 2009, the Office of the United States Trustee for Southern District of New York, pursuant to section 1102 of the Bankruptcy Code, appointed the Committee to represent the interests of all unsecured creditors in these Chapter 11 Cases.

5. On June 3, 2009, the Committee interviewed several potential financial advisors and selected FTI as its financial advisors. Accordingly, this Application is made by the Committee for an order, pursuant to sections 328 and 1102 of the Bankruptcy Code and Bankruptcy Rule 2014, authorizing the Committee to retain FTI as its financial advisors, effective as of June 3, 2009.

6. On July 10, 2009, General Motors Company ("**New GM**"), formerly known as NGMCO, Inc. and successor-in-interest to Vehicle Acquisition Holdings LLC, completed the

acquisition of substantially all of the assets of Motors Liquidation Company (“Old GM”), formerly known as General Motors Corporation, and its direct and indirect subsidiaries, Saturn LLC (“Saturn LLC”), Saturn Distribution Corporation (“Saturn Distribution”) and Chevrolet-Saturn of Harlem, Inc. (“Harlem”), and collectively with Old GM, Saturn LLC and Saturn Distribution, the “Sellers”). The sale was consummated pursuant to the Amended and Restated Master Sale and Purchase Agreement, dated as of June 26, 2009, as amended (the “Purchase Agreement”), between Sellers and New GM. The Purchase Agreement was entered into in connection with the Sellers’ filing of voluntary petitions for relief under the Bankruptcy Code in this Court, and was completed pursuant to Section 363(b) of the Bankruptcy Code (the “363 Sale”) and the Order of this Court dated July 5, 2009.

RELIEF REQUESTED

7. By this Application, the Committee requests authorization to retain and employ FTI as its financial advisors in these Chapter 11 cases (the “FTI Committee Engagement”). Specifically, the Committee respectfully requests entry of an order pursuant to sections 328, 1103(a) and 1103(b) of the Bankruptcy Code authorizing FTI to perform those financial advisory services that will be necessary during these Chapter 11 cases as more fully described below.

SERVICES TO BE RENDERED

8. Subject to the direction of the Committee and further order of this court, the professional services to be rendered by FTI will include the following:

- a. Review and analysis of the Debtors’ sale procedures, including, but not limited to, assets and liabilities retained by the Debtors and transferred to New GM;
- b. Review and analysis of potential recoveries to unsecured creditors and related liquidation analyses;

- c. Review and analysis of cash flow budgets, including wind down costs and other transitional costs;
- d. Assistance in the review of reports or filings as required by the Bankruptcy Court or the Office of the United States Trustee, including, but not limited to, schedules of assets and liabilities, statements of financial affairs and monthly operating reports;
- e. Review of the Debtors' financial information, including, but not limited to, analyses of cash receipts and disbursements, DIP budget, wind down budget, financial statement items and proposed transactions for which Bankruptcy Court approval is sought;
- f. Evaluation of employee issues, including, but not limited to potential employee retention and severance plans, review and analysis of pension funding and related liabilities, and other union related issues;
- g. Analysis of assumption and rejection issues regarding executory contracts and leases, including, but not limited to, dealers, suppliers, and other counterparties;
- h. Validation of the Debtors' proposed restructuring or liquidation and sale plan and the business and financial condition of the Debtors generally;
- i. Advice and assistance to the Committee in negotiations and meetings with the Debtors, the banks and other lenders, the United States Treasury, Evercore Group, L.L.C., AP Services, L.L.C. and its affiliates, any other stakeholders and the financial and legal advisors for the aforementioned parties;
- j. Advice and assistance on any tax consequences of proposed sale transactions or other sale transaction;
- k. Assistance with the claims resolutions and procedures, including, but not limited to, analyses of creditors' claims by type and entity;
- l. Review and analysis of potential fraudulent transfers, including specific transaction and forensic analyses;
- m. Litigation consulting services and expert witness testimony regarding confirmation issues, avoidance actions or other matters;
- n. Review and analysis of DIP and exit financing, including collateral analysis and cash flow validation; and

o. Other such functions as requested by the Committee or its counsel to assist the Committee in these chapter 11 cases.

9. Subject to this Court's approval of the Application, FTI is willing to serve as the Committee's financial advisors and to perform the services described above

QUALIFICATIONS OF PROFESSIONALS

10. The Committee has selected FTI as its financial advisors because of the firm's diverse experience and extensive knowledge in the field of bankruptcy.

11. The Committee needs assistance in collecting and analyzing financial and other information in relation to the Chapter 11 cases. FTI has considerable experience with rendering such services to committees and other parties in numerous Chapter 11 cases. As such, FTI is qualified to perform the work required in these cases.

DISINTERESTEDNESS OF PROFESSIONALS

12. To the best of the Committee's knowledge and based upon the Eisenband Declaration, FTI is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code.

13. To the best of the Committee's knowledge and based upon the Eisenband Declaration, FTI does not hold or represent an interest adverse to the estates with respect to the matter on which FTI will be employed, in accordance with section 1103(b) of the Bankruptcy Code.

14. To the best of the Committee's knowledge and based upon the Eisenband Declaration, (1) FTI's connections with the Debtors, creditors, any other party in interest, or their respective attorneys are disclosed at Exhibit B to the Eisenband Declaration, and (2) the FTI professionals working on this matter, to the best of their knowledge, are not relatives of the

United States Trustee of the Southern District of New York or of any known employee in the office thereof, or any United States Bankruptcy Judge of the Southern District of New York.

15. FTI has not provided, and will not provide any, professional services to the Debtors, any of the creditors, other parties-in-interest, or their respective attorneys and accountants with regard to any matter related to these Chapter 11 cases.

PROFESSIONAL COMPENSATION

16. Subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, applicable U.S. Trustee guidelines and the Local Bankruptcy Rules, FTI seeks payment for compensation as follows:

- a. From the commencement of the FTI Committee Engagement on June 3, 2009, to the date of closing of the 363 Sale¹, on an hourly basis (“**Hourly Compensation**”). FTI's customary hourly rates as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in this Application. These hourly rates are adjusted periodically.
- b. Upon expiration of the period covered by the fee arrangement in (a) above, a fixed fee of \$750,000 per month for each of the first three months and \$500,000 per month thereafter (“**Monthly Fixed Fee**”), prorated for any partial month until the Effective Date of the Plan of Reorganization or Liquidation. The Monthly Fixed Fee shall be subject to a periodic review by the Committee and FTI, and any proposed changes will be subject to Court approval.
 - i. For the periods covered by the Monthly Fixed Fee, FTI shall only be required to maintain time records for services rendered, in half hour increments.

17. In the normal course of business, FTI periodically revises its hourly rates. FTI requests that the rates listed below be revised to the hourly rates that are in effect at the time

¹ The 363 Sale closed on July 10, 2009.

services are rendered. The current normal and customary hourly rates for financial advisory services to be rendered by FTI and applicable herein are as follows²:

Level	Rates
Senior Managing Director	\$710 - \$825
Director/Managing Director	\$520 - \$685
Associate/Consultant	\$255 - \$480
Paraprofessional	\$105 - \$210

18. Additionally, FTI will be entitled to a completion fee of \$5.0 million (the “**Completion Fee**”) upon the successful wind-down of the Debtors’ estates (the “**Wind-Down**”).

The Completion Fee will be considered earned and payable in two parts, as follows:

- a. \$2.5 million upon confirmation of a Plan of Liquidation, and
- b. \$2.5 million upon receipt by unsecured creditors of not less than 70% of the equity and warrants received by Debtors as proceeds from the 363 Sale (the “**Equity and Warrants**”).

Notwithstanding the foregoing, to the extent there is insufficient liquidity in the estate to pay any portion of the Completion Fee, such amount cannot be satisfied out of the Equity and Warrants.

In such an event, the unpaid portion of the Completion Fee will be eliminated.

19. Lastly, in addition to the fees noted above, FTI is entitled to receive reimbursement of actual and necessary expenses incurred by FTI throughout the FTI Committee Engagement.

20. If the FTI Committee Engagement is terminated without cause, the full Completion Fee will be due at termination.

21. FTI intends to apply to the Court for the allowance of compensation for professional services rendered and reimbursement of expenses incurred in accordance with the

² For FTI professionals located outside of the United States, local country rates will be converted to U.S. Dollars on a monthly basis.

applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and Orders of this Court. FTI has agreed to accept as compensation such sums as may be allowed by the Court. FTI understands that interim and final fee awards are subject to approval by this Court.

INDEMNIFICATION

22. FTI and its affiliates, and their respective past, present and future directors, officers, shareholders, employees, agents and controlling persons (the "**Indemnified Parties**"), shall be indemnified and held harmless by the Debtors to the fullest extent lawful, from and against any and all losses, claims, damages or liabilities (or actions in respect thereof), joint or several, arising out of or related to the FTI Committee Engagement, any actions taken or omitted to be taken by an indemnified party in connection with FTI's provision of services to the Committee, or any transaction or proposed transaction contemplated thereby. In addition, the Indemnified Parties shall be reimbursed for any legal or other expenses reasonably incurred by them in respect thereof at the time such expenses are incurred; provided, however, that the Debtors shall have no liability under the foregoing indemnity and reimbursement agreement for any loss, claim, damage or liability which is finally judicially determined to have resulted primarily from the willful misconduct, gross negligence, bad faith or self-dealing of any Indemnified Party.

NOTICE

23. Notice of this Application has been given to (i) the Office of the United States Trustee for the Southern District of New York, (ii) counsel for the Debtors, (iii) counsel for the Committee, and (iv) any other parties requesting notice. The Committee submits that, given the nature of the relief requested, no other or further notice of the relief requested is necessary.

24. No previous request for the relief sought herein has been made to this or any other Court.

WHEREFORE, the Committee respectfully requests that the Court enter an Order, substantially in the form attached hereto, (i) granting this Application, (ii) authorizing the Committee to retain and employ FTI as its financial advisors *nunc pro tunc* to June 3, 2009 to perform the services set forth herein, (iii) approving the indemnification as set forth in this Application, and (iv) granting such other and further relief as is just and proper.

Dated: New York, New York
August 4, 2009

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF MOTORS LIQUIDATION
COMPANY, et al.

By: /s/ David Vanaskey, Jr.
Name: David Vanaskey, Jr. for
Wilmington Trust Company, as indenture trustee
Chairman, Official Committee of Unsecured
Creditors of Motors Liquidation Company, et al.

Exhibit A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re: : Chapter 11 Case No.:
: :
MOTORS LIQUIDATION COMPANY, et al. : 09-50026 (REG)
f/k/a General Motors Corp., et al. :
: :
Debtors. : (Jointly Administered)
----- X

**DECLARATION OF MICHAEL EISENBAND IN SUPPORT OF THE APPLICATION
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ENTRY
OF AN ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF FTI
CONSULTING, INC., AS FINANCIAL ADVISOR *NUNC PRO TUNC TO JUNE 3, 2009***

I, Michael Eisenband, hereby declare and say:

1. I am a Senior Managing Director with FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees “FTI”), a financial advisory services firm with numerous offices throughout the country. I submit this Declaration on behalf of FTI (the “Eisenband Declaration”) in support of the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of Motors Liquidation Company, *et al.*, (f/k/a General Motors Corp., *et al.*,) the debtors and debtors-in-possession herein (collectively, the “Debtors”), for the entry of an order pursuant to sections 328, 1103(a) and 1103(b) of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532, as amended (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”), authorizing the retention and employment of FTI as financial advisor to the Committee *nunc pro tunc* to June 3, 2009, under the terms and conditions set forth in the Application.

Except as otherwise noted¹, I have personal knowledge of the matters set forth herein.

QUALIFICATIONS OF PROFESSIONALS

2. FTI is a firm offering financial advisory services to financially distressed and troubled companies and its constituents. The Committee has selected FTI as its financial advisors because of the firm's diverse experience and extensive knowledge in the field of bankruptcy. The Committee needs assistance in collecting and analyzing financial and other information in relation to the chapter 11 cases. The professionals of FTI have considerable experience with rendering such services to committees and other parties in numerous chapter 11 cases. As such, FTI is qualified to perform the work required in these cases.

SERVICES TO BE RENDERED

3. Subject to the direction of the Committee, and further order of this Court, the professional services to be rendered by FTI will include the following:

- a. Review and analysis of the Debtors' sale procedures, including, but not limited to, assets and liabilities retained by the Debtors and transferred to New GM;
- b. Review and analysis of potential recoveries to unsecured creditors and related liquidation analyses;
- c. Review and analysis of cash flow budgets, including wind down costs and other transitional costs;
- d. Assistance in the review of reports or filings as required by the Bankruptcy Court or the Office of the United States Trustee, including, but not limited to, schedules of assets and liabilities, statements of financial affairs and monthly operating reports;
- e. Review of the Debtors' financial information, including, but not limited to, analyses of cash receipts and disbursements, DIP

¹ Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based on information provided by them.

budget, wind down budget, financial statement items and proposed transactions for which Bankruptcy Court approval is sought;

- f. Evaluation of employee issues, including, but not limited to potential employee retention and severance plans, review and analysis of pension funding and related liabilities, and other union related issues;
- g. Analysis of assumption and rejection issues regarding executory contracts and leases, including, but not limited to, dealers, suppliers, and other counterparties;
- h. Validation of the Debtors' proposed restructuring or liquidation and sale plan and the business and financial condition of the Debtors generally;
- i. Advice and assistance to the Committee in negotiations and meetings with the Debtors, the banks and other lenders, the United States Treasury, Evercore Group, L.L.C., AP Services, L.L.C. and its affiliates, any other stakeholders and the financial and legal advisors for the aforementioned parties;
- j. Advice and assistance on any tax consequences of proposed sale transactions or other sale transaction;
- k. Assistance with the claims resolutions and procedures, including, but not limited to, analyses of creditors' claims by type and entity;
- l. Review and analysis of potential fraudulent transfers, including specific transaction and forensic analyses;
- m. Litigation consulting services and expert witness testimony regarding confirmation issues, avoidance actions or other matters;
- n. Review and analysis of DIP and exit financing, including collateral analysis and cash flow validation; and
- o. Other such functions as requested by the Committee or its counsel to assist the Committee in these chapter 11 cases.

4. Subject to this Court's approval of the Application, FTI is willing to serve as the Committee's financial advisors and to perform the services described above.

DISINTERESTEDNESS AND ELIGIBILITY

5. In connection with the preparation of this Declaration, FTI conducted a review of its contacts with the Debtors, their affiliates and certain entities holding large claims against or interests in the Debtors that were made reasonably known to FTI. A listing of the parties reviewed is reflected on Exhibit A to this Declaration. FTI's review, completed under my supervision, consisted of a query of the Exhibit A parties within an internal computer database containing names of individuals and entities that are present or recent former clients of FTI. A summary of such relationships that FTI identified during this process is set forth on Exhibit B to this Declaration.

6. Based on the results of its review, and except as otherwise discussed herein, FTI does not have a relationship with any of the parties on Exhibit A in matters related to these proceedings. FTI has provided and could reasonably expect to continue to provide services unrelated to the Debtors' cases for the various entities shown on Exhibit B. None of the entities listed on Exhibit B exceeded 1.2% of FTI's annual revenue. FTI's assistance to the parties shown on Exhibit B has been related to providing various financial restructuring, litigation support and/or engineering and scientific investigation consulting services. To the best of my knowledge, except as otherwise discussed herein, no services have been provided to these parties in interest which are adverse to the rights of the Committee, nor does FTI's involvement in these cases compromise its ability to continue such consulting services.

7. On July 10, 2009, General Motors Company ("New GM"), formerly known as NGMCO, Inc. and successor-in-interest to Vehicle Acquisition Holdings LLC, completed the acquisition of substantially all of the assets of Motors Liquidation Company ("Old GM"),

formerly known as General Motors Corporation, and its direct and indirect subsidiaries, Saturn LLC (“Saturn LLC”), Saturn Distribution Corporation (“Saturn Distribution”) and Chevrolet-Saturn of Harlem, Inc. (“Harlem”), and collectively with Old GM, Saturn LLC and Saturn Distribution, the “Sellers”). The sale was consummated pursuant to the Amended and Restated Master Sale and Purchase Agreement, dated as of June 26, 2009, as amended (the “Purchase Agreement”), between Sellers and New GM. The Purchase Agreement was entered into in connection with the Sellers’ filing of voluntary petitions for relief under the Bankruptcy Code in this Court, and was completed pursuant to Section 363(b) of the Bankruptcy Code (the “363 Sale”) and the Order of this Court dated July 5, 2009.

8. FTI is engaged by Delphi Corporation (“Delphi”) to advise Delphi in relation to the Delphi’s ongoing Chapter 11 proceedings (the “FTI Delphi Engagement”). Delphi was incorporated as a wholly-owned subsidiary of the Debtors in 1998. Effective January 1, 1999 the assets and liabilities of certain businesses and divisions of the Debtors were transferred to Delphi and its subsidiaries and affiliates in accordance with the terms of a Master Separation Agreement between Delphi and the Debtors. In February 1999, Delphi commenced a public offering of 100 million shares of Delphi’s common stock and in May 1999, the Debtors distributed its equity in Delphi to holders of record of certain of the Debtors’ common stock.

9. Delphi was a supplier to and creditor of the Debtors prior to the closing of the 363 Sale. Historically, the Debtors had purchased product and provided financial support to Delphi. Subsequent to the closing of the 363 Sale we understand that New GM has assumed the Delphi contracts. We have sought to confirm our understanding with the Debtors and based upon reasonable inquiry of the Debtors professionals we understand that Delphi is no longer a

creditor of the Debtors.

10. In order to maintain the confidentiality of the client information in connection with FTI's engagement on behalf of the Committee (the "**FTI Committee Engagement**"), FTI will protect the client information through the use of its "Ethical Wall and Confidentiality Agreements" procedures. In conjunction with the foregoing, FTI has established and will maintain the following internal procedures: (i) each FTI professional on the FTI Committee Engagement ("**FTI Committee Professionals**") and the FTI Delphi Engagement ("**FTI Delphi Professionals**") shall execute a letter (a "**Confidentiality Letter**") acknowledging that he or she may receive certain nonpublic information and shall execute an Ethical Wall Agreement acknowledging that he or she is aware of the information wall in effect and will follow the information wall procedures therein; (ii) FTI Committee Professionals will not directly or indirectly share any nonpublic information generated by, received from or relating to Committee activities or Committee membership with FTI Delphi Professionals, and FTI Delphi Professionals will not directly or indirectly share any nonpublic information generated by, received from or relating to the FTI Delphi Engagement, with FTI Committee Professionals, except that a good-faith communication of publicly available information shall not be presumed to be a breach of the obligations of FTI or any FTI Committee or FTI Delphi Professionals under such information wall procedures; (iii) FTI is setting up electronic internal security walls to ensure that only FTI employees involved directly with or working on the FTI Committee Engagement may have access to the information, databases, e-mails, schedules or any other information relating to that engagement; (iv) FTI shall periodically monitor, consistent with its ordinary course compliance practice, communications through electronic means among FTI

Committee Professionals and FTI Delphi Professionals to ensure that such exchanges are performed in a manner consistent with the information wall procedures; (v) FTI shall immediately disclose to Committee counsel and the United States Trustee any material breaches of the procedures described herein. If FTI ceases to act as advisor to the Committee, it will continue to follow the procedures set forth above until a Plan of Liquidation has been confirmed in the Debtors' Chapter 11 Cases or the Chapter 11 Cases have been converted or dismissed.

11. FTI and/or its affiliates have had engagements involving the Debtors and non-Debtors affiliates, but such engagements did not pertain to these Chapter 11 proceedings, specifically:

- a. FTI's wholly owned economic consulting practice, Compass Lexicon ("FTICL"), was previously retained by one of the Debtors, specifically General Motors Corporation ("GM"), to perform damages analysis in connection with securities litigation. The securities litigation was settled prior to the bankruptcy filing of the Debtors, and a qualified settlement trust was established and funded for the benefit of impacted shareholders (the "FTI Damages Analysis Engagement"). In separate engagements, signed earlier this year, FTICL was retained on behalf the Debtors' US and Canadian employee profit sharing plans, both of which were shareholders of the Debtors during the relevant time period, and entitled to participate in the qualified settlement trusts. FTICL was retained to analyze and formulate their respective claims, and to review the claims determination of the administrators of the qualified settlement trusts. The fees for this work will be paid by the profit sharing plans from the claims distributions that will be received from the qualified settlement trusts. The qualified settlement trusts are not part of the Debtors' estate.
- b. FTICL was previously retained by GM in March 2009 to review potential economic issues related to a possible tender offer by GM to existing bondholders. FTICL's services were completed and billed in April 2009. FTICL received payment for these services in May 2009 in the amount of \$104,301.20.

c. FTI is currently engaged by General Motors Acceptance Corporation, Inc. (“GMAC”), an affiliate of the Debtors prior to the closing of the 363 Sale, to provide restructuring advisory services in relation to certain assets of GMAC and to enhance management reporting (the “GMAC Engagements”). The GMAC Engagements are wholly unrelated to the restructuring of GMAC’s relationship with the Debtors. The Debtors divested their economic interest in GMAC pursuant to the 363 Sale.

12. Further, as part of its diverse practice, FTI appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' cases. Also, FTI has performed in the past, and may perform in the future, advisory consulting services for various attorneys and law firms, and has been represented by several attorneys, law firms and financial institutions, some of whom may be involved in these proceedings. In addition, FTI has in the past, may currently and will likely in the future be working with or against other professionals involved in these cases in matters unrelated to the Debtors and these cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests materially adverse to the Committee herein in matters upon which FTI is to be employed, and none are in connection with these cases.

13. FTI is not believed to be a “Creditor” with respect to fees and expenses of any of the Debtors within the meaning of Section 101(10) of the Bankruptcy Code. Further, neither I nor any other member of the FTI engagement team serving this Committee, to the best of my knowledge, is a holder of any outstanding debt instruments or shares of the Debtors' stock.

14. To the best of my knowledge, the FTI professionals working on this matter are not relatives of the United States Trustee of the Southern District of New York or of any known

employee in the office thereof, or any United States Bankruptcy Judge of the Southern District of New York.

15. As such, to the best of my knowledge, FTI does not represent any other entity having an interest adverse to the Committee in connection with this case, and therefore believes it is eligible to represent the Committee under Section 1103(b) of the Bankruptcy Code.

16. It is FTI's policy and intent to update and expand its ongoing relationship search for additional parties in interest in an expedient manner. If any new material relevant facts or relationships are discovered or arise, FTI will promptly file a Declaration Supplemental Declaration.

PROFESSIONAL COMPENSATION

17. Subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, applicable U.S. Trustee guidelines and the Local Bankruptcy Rules, FTI will seek payment for compensation as follows:

- a. From the commencement of the FTI Committee Engagement on June 3, 2009, to closing of the 363 Sale², on an hourly basis (the "**Hourly Compensation**"). FTI's customary hourly rates as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in the Application. These hourly rates are adjusted periodically.
- b. Upon expiration of the period covered by the fee arrangement in (a) above, a fixed fee of \$750,000 per month for each of the first three months and \$500,000 per month thereafter ("**Monthly Fixed Fee**"), prorated for any partial month until the Effective Date of the Plan of Liquidation. The Monthly Fixed Fee shall be subject to a periodic review by the Committee and FTI, and any proposed changes will be subject to Court approval.

2 The 363 Sale closed on July 10, 2009.

i. For the periods covered by the Monthly Fixed Fee, FTI shall only be required to maintain time records for services rendered, in half hour increments.

18. Additionally, FTI will be entitled to a completion fee of \$5.0 million (the “Completion Fee”) upon the successful wind-down of the Debtors’ estates (the “Wind-Down”). The Completion Fee will be considered earned and payable in two parts, as follows:

- a. \$2.5 million upon confirmation of a Plan of Liquidation, and
- b. \$2.5 million upon receipt by unsecured creditors of not less than 70% of the equity and warrants received by Debtors as proceeds from the 363 Sale (the “Equity and Warrants”).

Notwithstanding the foregoing, to the extent there is insufficient liquidity in the estate to pay any portion of the Completion Fee, such amount cannot be satisfied out of the Equity and Warrants.

In such an event, the unpaid portion of the Completion Fee will be eliminated.

19. Lastly, in addition to the fees noted above, in relation to the entire period of the FTI Committee Engagement, FTI would receive reimbursement of actual and necessary expenses incurred by FTI.

20. If the FTI Committee Engagement is terminated without cause, the full Completion Fee will be due at termination.

21. To the best of my knowledge, (i) no commitments have been made or received by FTI with respect to compensation or payment in connection with these cases other than in accordance with the provisions of the Bankruptcy Code and (ii) FTI has no agreement with any other entity to share with such entity any compensation received by FTI in connection with these chapter 11 cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
August 4, 2009

/s/ Michael Eisenband
Michael Eisenband

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships

Debtor General Motors Corporation Chevrolet-Saturn of Harlem, Inc. Saturn Distribution Corporation Saturn, LLC	Debtor's Top 25 Shareholders Barclays Global Investors Limited Barclays Global Investors, National Association BNY Mellon Wealth Management Brandeis Investment Partners, L.P. Capital International Limited Capital Research and Management Company Capital Research Global Investors College Retirement Equities Fund Credit Suisse Securities (USA) LLC, Investment Arm Dodge & Cox Fidelity Management & Research Company GAMCO Asset Management, Inc. INTECH Investment Management LLC Lehman Brothers Asset Management Inc Mellon Capital Management Corporation New York State Common Retirement Fund Northern Trust Investments, N.A. RiverSource Investments, LLC Southeastern Asset Management, Inc. State Street Global Advisors, Inc. T. Rowe Price Associates, Inc. TCW Asset Management Company Tiger Management Corp Van Kampen Asset Management Vanguard Group, Inc.
Other Names for General Motors Corporation Automotive Market Research GM Auction Department GM Corporation GMC Truck Division NAO Fleet Operations National Car Rental National Car Sales	
Other Names for Saturn LLC GM Saturn Corporation Saturn Corporation Saturn Motor Car Corporation Saturn Corporation of Delaware	
Former GM Entities GMAC Delphi	
Debtors' Counsel Weil, Gotshal & Manges LLP	Current Members of Board of Directors of Saturn, LLC and Saturn Distribution Corporation Edward J. Toporzycki Jill A. Lajdzak Joseph A. Chrzanowski Joseph G. Peter
Chairman Edward J. Whiteacre Jr.	Former Members of Board of Directors of Saturn, LLC and Saturn Distribution Corporation (past 3 years) David W. Melne Enrico DiGirolamo, Jr. Guy D. Briggs Mark E. Newman Mary M. Boland Michael A. Jackson
Debtor's Board of Directors (Current) Armando M. Codina E. Neville Isdell Eckhard Pfeiffer Erroll B. Davis, Jr. Erskine B. Bowles George M.C. Fisher John H. Bryan Karen L. Katen Kathryn V. Marinello Kent Kresa Philip A. Laskawy	Current Officers of Saturn, LLC and Saturn Distribution Corporation Adil F. Mistry Ann N. Blakney Anne T. Larin Barbara A. Lister-Tait Deanna Petkoff Deborah F. Collins Dennis J. Barber Edward J. Toporzycki Harvey G. Thomas James L. Craner Jill A. Lajdzak John F. Minarick Jonathon C. Skidmore Keith C. Best Maurita Sutedja Niharika Ramdev Raymond Wexler Sterling J. Wesley Thomas A. Mudry Timothy G. Gorbatoff
Debtor's Board of Directors (Past 3 years) E. Stanley O'Neal Ellen J. Kullman G. Richard Wagoner Jr. Jerome B. York Percy N. Barnevik	Former Officers of Saturn, LLC and Saturn Distribution Corporation (past 3 years) Alice M. Osburn Dennis J. Barber Enrico DiGirolamo, Jr. Gail M. Smith Jill A. Lajdzak Randolph E. Parker Robert M. Milot Roger D. Wheeler Ronald J. Haag Tia Y. Turk Timothy G. Gorbatoff
Debtor's Corporate Officers (Current) Bo I. Andersson Carl-Peter Forster David N. Reilly Frederick A. Henderson Gary L. Cowger Maureen Kempston-Darkes Nicholas S. Cyprus Ralph J Szygenda Ray G. Young Robert A. Lutz Robert S. Osborne Thomas G. Stephens Troy A. Clarke Walter G. Borst	Current Members of Board of Directors of Chevrolet-Saturn of Harlem, Inc. James E. Taylor Jamie Ardilla Mark Hass Michael Grimaldi Nancy C. Everett
Debtor's Corporate Officers (Past 3 Years) Eric A. Feldstein John M. Devine Kathleen S. Barclay Kenneth W. Cole Lawrence D. Burns Paul W. Schmidt Peter A. Bible Steven J. Harris Thomas A. Gottschalk	Former Members of Board of Directors of Chevrolet-Saturn of Harlem, Inc. (past 3 years) Michael Mozingo Clarence E. Oliver Otis Thornton
Debtor's Other Key Executives and Professionals of Affiliates David W. Melne G.L. Cowger Hans-Juergen Michel James E. Taylor Jamie Ardilla Mark Hass Michael Grimaldi Nancy C. Everett	
Debtor's Significant Shareholders (Current - Top 5%) State Street Global Advisors (US)	

Current Officers of Chevrolet-Saturn of Harlem, Inc.	Official Creditors' Committee Attorneys
Michael Garrick	Kramer Levin Naftalis & Frankel LLP
Joanna R. Lopez	
Former Officers of Chevrolet-Saturn of Harlem, Inc.	Top 100 Unsecured Creditors as of May 29, 2009 (Other than individual bondholders)
Dawana G. Spivey	A G Simpson Automotive Inc
Stefanie Horn	ABC Group Inc
Largest 50 Bondholders	Aesop
Advent Capital Management	AK Steel Corp
AIG Global Investment Group Inc.	American Axle & Mfg Inc
Allianz Global Investment	Android Industries LLC
Barclays Capital Inc.	Arcelormittal Use Inc
BNP Paribas Securities Corp.	AT & T Canada Enterprises
BNY GCM (Belgium)	Autoliv Inc
Calamos Advisors LLC	Automotive Lighting Corp
Camden Asset Management	BEHR Dayton Thermal Products
Canyon Capital Advisers	Benteler Automotive
Capital Research & Management Co.	Blue Care Network Of Michigan
Castle Creek Partners, LLC	Blue Cross Blue Shield
Citicorp Securities Services Inc.	Borg Warner Automotive Inc
Citigroup	Brake Parts Inc
Clearstream Banking	Bridgestone/Firestone Inc
Davidson Kempner Capital Management	Bridgewater Interiors LLC
DB Platinum Advisors	Campbell Ewald
Deutsche Bank AG	Canadian Linen And Uniform
Elliott International LP	Capgemini Canada Inc
Euroclean Bank	Cellco Partnership
Fidelity Management & Research Co.	Cobalt Group Inc
Franklin Advisers	Continental Tire
GE Asset Management Inc.	Cooper Standard Automotive
Highbridge Capital Management	Crown Packaging/Polycon Industries
J.P. Morgan Securities Inc.	CSX Transportation Inc
JD Capital Management	Dana Corporation
JMG Capital Partners	Delphi
Kamunting Street Capital Management	Denso International America Inc
King Street Capital Management	Deutsche Bank AG
Lehman Brothers Inc.	Digitas LLC
Liverpool LP	Eatons / Aerequip De Mexico S De RI
Loomis Sayles & Co. LP	Electronic Data Systems
Lord, Abbett & Co., LLC	Emcon Technologies LLC
Lydian Asset Management	Enterprise Rent-A-Car
MacKay Shields LLC	Exxonmobil Oil Corp
Nicholas Applegate Capital Management	Faurecia Automotive
Northern Trust Company Securities Lending	Federal Mogul Corp
Northwestern Investment Management Co.	Fidelity Investments
Oaktree Capital Management LLC	Flex N Gate Battle Creek
Pacific Asset Management	Getrag Corporation
Pacific Investment Management Co. LLC	Goodyear General Products Div
Peoples Benefit Life Insurance Co.	Health Alliance Plan
Polygon Investment Partners	Healthplus Michigan Inc
Sandelman Partners, LP	Henniges Automotive
Scepter Holdings Inc.	Hertz
UBS AG London	Hewlett Packard Canada Co
UBS Global Asset Management (US) Inc.	Hitachi Automotive Prods
Wellington Management Co. LLP	HLI Operating Company Inc
Whitebox Advisors LLC	Hutchings Automotive Products
Official Creditors' Committee Members	Hutchings Automotive Products
DENSO International America, Inc.	Inergy Automotive Systems USA
Genoveva Bermudez	International Automotive
International Union UAW	International Union of Electric, Salary, Machine and Furniture Workers
Interpublic Group	International Union, United Automobile, Aerospace and Agricultural Implement Workers of America
Inteva Products, LLC	Isuzu Commercial Truck Of
Kevin Schoenl	Johnson Controls LP
Law Debenture Trust Company of New York	JTEKT AUTOMOTIVE TN VONORE
Mark Buttita	L & W Engineering Co Inc
Paddock Chevrolet	Lear Corporation
Pension Benefit Guaranty Corporation	Leo Burnett Detroit
Saturn of Hempstead, Inc.	Maclareen Mccann Canada
Serra Chevrolet of Birmingham, Inc.	Magna Inc.
The Industrial Division of Communications Workers of America, AFL-CIO	Mando America Corp
United Steelworkers	Maritz Inc
Wilmington Trust Company	Michelin Americas Services
	Mitsubishi Electric
	Mittal/Ispat Inland
	Nemak SA

Top 100 Unsecured Creditors as of May 29, 2009 (Other than individual bondholders) (continued)	Additional Creditors: (As disclosed in 2019 Statements filed with the Court as of 6/5/09) (continued)
Norfolk Southern Railway	Vehma International of America, Inc.
NYX Inc	Visteon Corporation
Panasonic Corporation	Western Asset Management Company
Pilkington Na Holdings Inc	Yorozu America Corporation
Plastic Omnium Auto	
PPG Industries Inc	
Remy Inc	Utility Companies
Robert Bosch Corp	AEP (Columbus Southern Power)
Shape Corp	AEP (Indiana Michigan)
Shiloh Industries Inc	AEP (SWEPCO)(CANTON)
SMW Automotive Corp	Alascom INC
Starcom Media Vest Group	Allegheny Power (Potomac Ed)
Superior Industries International	Alliant Energy (WP&L)
Temic Automotive Of North	Altoona City Authority
Tenneco Inc	Ameren UE
Textron / Kautex	American Fiber Systems
The Advertising Checking Bureau	ANR Pipeline Co
The Warranty Group Inc	Artesian Water Company
TK Holdings Inc	Ashley Lyon LLC
TRW Vehicle Safety Systems	AT&T
Union Pacific Railroad Co	AT&T Business Service
US Steel Inc	AT&T Calling Cards
US Treasury	AT&T Capital Services Inc
Valeo Sistemas Electricos S.L.	AT&T Collocation Pro Cabs
Van Rob Stampings Inc EFT	AT&T Corp.
Vanguard Car Rental USA	AT&T Datacomm Inc.
Yazaki North America Inc	AT&T Inc Legacy SBC
Yorozu Automotive Tennessee	AT&T Teleconference
ZF Corporation	AT&T VTNS
	AT&T Worldnet
	AT&T Yellow Pages
Additional Creditors: (As disclosed in 2019 Statements filed with the Court as of 6/5/09)	Atmos Energy
Advisx North America	Atmos Energy Marketing LLC
Aisin Holdings of America, Inc.	City of Aurora Util Dept
AvanTech Manufacturing L.L.C.	Austin Utilities
Bestop, Inc.	Baltimore Gas & Electric Co
Bowling Green Metalforming L.L.C.	Bay City (City of)
Dealer Services Group, a division of ADP, Inc.	Bay State Gas Co
Decostar Industries Inc.	Bedford City Utilities
Dieomatic Incorporated	BellSouth
Drive Automotive Industries of America, Inc.	BellSouth Business Systems
Eagle Bend Mfg. Inc.	BellSouth Long Distance
Eastbourne Capital Management LLC	Berkeley Bus.Park Assocs. LC
Franklin Templeton Investments	Berkeley County Pub Svc Wt Dt
General Foods Credit Corporation	Berkeley County Pub Swr Dist
General Foods Credit Investors No. 2 Corporation	BP Canada Energy Mktg Corp
General Foods Credit Investors No. 3 Corporation	BP Energy Co USA
HC Queretaro SA de CV	BP Products N America Inc
Hitachi Automotive Products (USA), Inc.	Butler Cnty Dept of Envirnon
Hitachi Cable Indiana, Inc.	C Reiss Coal Company
Hitachi, Ltd. Automotive Systems	California-American Water Comp
HNB Investment Corp.	CenterPoint Energy Arkla
Intertec Systems, L.L.C.	CenterPoint Energy Entex
Intier Automotive Interiors of America, Inc.	CenterPoint Energy Gas Svcs
JCIM US, LLC	CenterPoint Energy Gas Trans
JCIM, LLC	Century Telephone
JMG Capital Management, LLC	Cincinnati Bell
Johnson Controls Seating Systems, LLC	Cincinnati Bell Telephone
Lacks Enterprises, Inc.	Citizens Gas & Coke Utility
Lexamar Corporation	Citizens Thermal Energy I
Magna Car Top Systems of America, Inc.	City of Arlington
Magna Electronics, Inc.	City of Austin Utilities
Magna International Inc.	City of Baltimore
Magna Mirrors North America L.L.C.	City of Beaverton
Magna Mirrors of America, Inc.	City of Brandon
Magna Powertrain of America, Inc.	City of Burbank
Magna Powertrain USA, Inc.	City of Burton
Magna Seating of America, Inc.	City of Charlotte
Marada Industries Inc.	City of Cleveland
Marathon Asset Management	City of Columbia
MPT Lansing L.L.C.	City of Columbus
Nascote Industries, Inc.	City of Flint
Niles America Wintech	City of Fontana
Norplas Industries Inc.	City of Garland Util Svcs
Phillip Morris Capital Corporation	City of Grand Blanc
Rhythm North America	City of Hillsboro
Sabo USA	City of Hudson
Sumitomo Electric Wiring Systems	City of Jacksonville
SVE America, Inc.	City of Janesville Water
Tokico (USA), Inc.	City of Livonia Wtr & Sew
	City of Los Angeles

Utility Companies (continued)	Utility Companies (continued)
City of Mansfield	GASMARK UGI Energy Svcs Inc
City of Mesa	Georgia Natural Gas
City of Pontiac	Georgia Power Co
City of Reno	Georgia Power Company
City of Roanoke	Grand Blanc Charter Twp
City of Romulus	Granger Electric Company
City of Saginaw Wtr & Swr	Granite
City of Shreveport	Hawaiian Telcom Inc.
City of Spring Hill	Hess Corporation
City of Sterling Heights	Illinois-American Water Comp
City of Swartz Creek	Illuminating Co
City of Thousand Oaks	Indianapolis Power & Light Co
City of Toledo	Indianapolis Water Company
City of Torrance	Jacksonville Elec Authority
City of Trenton Waterwrks	Kansas City Board Public Utils
City of Troy	Kansas Gas Service KS
City of Warren	Laclede Energy Resources Inc
City of Warren Util Svcs	Laclede Gas Company
City of Warren Water Div	Lansing Board of Wtr & Lght
City of Wixom	Lordstown Water Department
City of Wyoming	Mainstreet Real Estate
Columbia Gas of Ohio	Marion Municipal Utilities
Columbia Gas of Virginia	MCI
Columbia Gas Transmission Corp	MCI Worldcom
Columbia Pwr & Wtr Systems	Memphis Light Gas & Wtr Div
Commonwealth Edison IL	MMA Renewable Ventures Finance L/LORDS USA
ConEdison Solutions	Monroe County Water Authority
ConocoPhillips Company	Montgomery County
Consolidated	Mountaineer Gas Company
Consolidated Comm	MXenergy Inc
Consolidated Edison	National Fuel Gas Dist Corp
Constellation Eng Proj & Svc	National Fuel Resources Inc
Constellation NewEnergy	National Grid
Consumers Energy	New Castle County, DE
Coral Energy Resources LP	New Jersey-American Water Co
County of Wayne	New York Power Authority
Crown Energy Services Inc	New York State of Env Cons
Cucamonga County Water Dist.	NICOR Gas
Dayton Power & Light Co	Northeast Ohio Regn'l Swr Dist
Defiance Util. Billing	Northern Indiana Pub Svc Comp
DeKalb Cnty Treasury & Accs	Northwest Natural Gas
Delmarva Power	NV ENERGY USA
Delta Charter Township	NYC Water Board
Delta Township Utils II LLC	NYSEG Solutions
Denver W/Water Managmnt Div	Ohio Edison Company
Denver Water	Oklahoma City
Detroit Brd of Wtr Comisnrs	Oklahoma Gas & Electric USA
Detroit Thermal LLC	Oklahoma Natural Gas Co USA
Dominion East Ohio	Orion Charter Township
Dominion Peoples Gas	Pacific Gas & Electric Comp
Dominion Retail Inc	Panhandle Eastern Pipe Line Co USA
Dominion Virginia Power	PECO Energy Company
DPL Energy Resources	Penn Power A First Energy Com USA
DTE Defiance LLC	Pennsylvania-American Wtr Comp
DTE Energy	PEPCO Energy Services
Duke Energy	Piedmont Natural Gas Comp
Duquesne Light Company	Portland General Electric
Duquesne Light Energy	Potomac Electric Power Comp
East Side Hoosier Propane	PSE&G
Econ Global Services	Qwest
EDS LLC	R & M Investments
Elizabethtown Gas	Reliant Energy Solutions LLC
Embarq Communications Inc	Renovar Shreveport LLC
Empire Natural Gas Corp	Sawnee Elec Membership Corp
EnergyUSA - TPC IN	Sawyer / Teco Gas
Energy (Power & Light)	SBC
Equitable Gas Comp	SBC Internet Services
Fairpoint Communications	Seminole Energy Services
Flagg Creek Wtr Reclam. Dist	Sequent Energy Management USA
Flint TWSP Board Public Wks	Shell Energy N America (Canada)
Fontana Water Company	Shell Energy N America (US)
Forsyth County Dept of Water	Sierra Pacific Power Co
Fort Wayne City Utilities	Smart City Telecom
Frontier	Solar LLC
Frontier Corp.	Southern California Edison
Gas Recovery Systems Inc	Southern California Gas Co
Gas South	Southwest Gas Corporation

Utility Companies (continued)	Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements) (continued)
Southwestern Bell	Connecticut National Bank
Southwestern Bell Corp.	Daewoo Motor Co Ltd
Spotsylvania (Cnty Tresur)	DDC Holdings, Inc.
Sprint	Defiance Energy, LLC
SRP - Salt River Project	Delaware Economic Development Authority
St Lawrence Gas Co	Delta Township Utilities II, LLC
TDS Telecom	Delta Township Utilities, LLC
Tennessee Valley Authority	Development Authority of Fulton County
Texical Industrial Energy	Downtown Pontiac Development Company
Time Warner Telecom	DTE Energy Services Inc
Toledo Edison Company	DTE Moraine, LLC
Toro Energy of Indiana LLC	DTE Tonawanda LLC
Toro Energy of Michigan LLC	General Electric Capital Corporation
Town of Norton	General Motors Canada Limited
Town of Tonawanda	GM Europe Treasury Company
Township of Falls Wtr&Swr Dept	Government of Republic of Uzbekistan
Truckee Meadows Water Auth	ICG Leaseback Fund I LLC
Trumbull County Wtr & Swr	Industrial Development Board of Maury County, Tennessee
Trunkline Gas Company LLC	Isuzu Motors Limited
TXU Energy	Isuzu Motors Polska Sp.
TXU Gas Co	Kensington Capital Corporation
United REMC	LBA Realty Fund III-Company IX, LLC
Van Buren Charter Township	Maryland Economic Development Corporation
Vectren Energy Delivery	Massachusetts Industrial Finance Agency
Veolia Water Partners VI LLC	Michigan Job Development Authority
Verizon	Michigan Strategic Fund
Verizon Business	New Jersey Economic Development Authority
Verizon Communications	Newman Financial Services, Inc.
Village of Hinsdale	Nject Services Company
Village of Ontario	NS- 1500 Marquette MS, LLC.
Warren County Wtr District	NS- 200 Cabot PA, LLC.
Warren Rural Electric CO-OP	NS- 2200 Willi Miller WI, LLC.
Waterford Twp Wtr & Swr	NS- 608 Caperton WV, LLC.
Wentzville	Ohio Water Development Authority
West Bay Exploration Co	Oklahoma Arcadian Utilities, LLC
West Mifflin SSA	Penske Corporation
West Side Wtr	PNC Leasing, LLC
Xcel Energy	Porrett Investments, LLC
Ypsilanti Community Utilities Authority	SAAB Automobile A.B.
Insurance Providers	SAAB Cars Holdings Corp.
AAU	Shanghai Automotive Industry Corporation
ACE	Shreveport Red River Utilities, LLC
AIG	State Street Bank and Trust Company of Connecticut National Association
AIU	Suntrust Leasing Corporation
Allianz	Suzuki
Aon Inc.	Torbali Vergi Dairesi
CAN	Trigen/Cinergy-USFOS of Lansing LLC
Chubb	Trinity River Authority of Texas
ESIS	U.S. Bank Trust National Association
General International Limited	UAW
Glencairn	Unified Government of Wyandotte County/Kansas City
GMAC Re	USFilter Water Partners VI LLC.
Goss	VM Holdings, B.V.
Great American	VM Motori, S.p.A.
HSB	Acadia Parish School Board
Kiln/Millenium	Alabama Department Of Revenue
Lexington	Alabama Department Of Revenue, Business Privilege Tax Unit
Liberty/SafeCo	Allen Parish School Board
Lloyds	Arizona Dept Of Revenue
Marsh Inc.	Ascension Parish
National Union	Assumption Parish
National Union Fire Insurance Company of Pittsburgh	Aoyelles Parish
Travelers	Baldwin County
Vigilant	Beauregard Parish
XL Gaps	Bossier City Parish
Zurich	Bureau Of Corporation Taxes
Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements)	C/O Wachovia Bank
Air Technologies Division of Ohio Transmission Corporation	Caddo Parish
Auto Facilities Real Estate Trust 2001-1	Calcasieu Parish
Barclays Bank of Kenya Limited	Caldwell Parish
Barclays Bank PLC	City And County Of Denver, Dept Of Revenue
Cabot II-FL3B01, LLC	City Of Abbeville
Cabot II-MA1B01, LLC	City Of Aberdeen Finance Dept.
Cabot II-OH1B02, LLC	City Of Alamosa
Cabot II-OH2B01, LLC	City Of Arvada
Circle L Technology	City Of Auburn
Citibank Istanbul	City Of Aurora
Citibank Japan Ltd	City Of Avondale
Citibank Korea Inc.	City Of Baton Rouge
Citibank N.A., Bangkok Branch	City Of Bellevue
Citibank N.A., Taipei Branch	City Of Bellingham Finance Dept.
City of Fort Wayne, Indiana	City Of Birmingham
City of Indianapolis, Indiana	City Of Boulder, Dept Of Finance-Sales/Use Tax
City of Janesville, Wisconsin	City Of Bowling Green
City of Moraine, Ohio	City Of Bremerton, Tax & License Div
	City Of Brighton
	City Of Burien

Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements) (continued)	Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements) (continued)
City Of Canon City	Irondale City, Revenue Dept
City Of Chandler	Jackson Parish
City Of Charleston City Collectors Office	Jefferson County Dept Of Revenue
City Of Colorado Springs Sales Tax Dept 2408	Jefferson Davis Parish
City Of Cortez	Jefferson Parish Sales/Use Tax Division
City Of Daphne	Kansas Department Of Revenue
City Of Decatur	Kansas Franchise Tax, Kansas Department Of Revenue
City Of Delta Finance Dept-Sales Tax	Kentucky State Treasurer, Revenue Cabinet
City Of Durango	Lafayette Parish
City Of Englewood	Lafourche Parish
City Of Federal Heights	Lasalle Parish
City Of Flagstaff	Lincoln Parish
City Of Fort Collins	Livingston Parish School Board
City Of Fort Collins Dept Of Finance	Louisiana Department Of Revenue
City Of Glendale	Madison County Sales Tax Dept
City Of Glenwood Springs	Madison Parish
City Of Golden	Maine Revenue Services
City Of Grand Junction, Sales Tax Division	Massachusetts Department Of Revenue
City Of Greeley Sales/ Use Tax Return	Michigan Department Of Treasury Dept. 77003
City Of Gunnison	Minnesota Department Of Revenue
City Of Hoover	Mississippi Tax Commission
City Of Huntsville City Clerk Treasurer	Missouri Department Of Revenue
City Of Issaquah	Missouri Dept. Of Revenue, Business Tax Bureau
City Of Jasper	Mobile County
City Of La Junta	Montgomery County Revenue Dept
City Of Lakewood	Morehouse Parish
City Of Littleton Sales/Use Tax Return	Morgan County
City Of Lone Tree Dept. 1882	Municipality Of Caguas
City Of Longmont Sale/Use Tax Return	Natchitoches Tax Commission
City Of Longview Finance Dept- B&O Taxes	Nebraska Department Of Revenue
City Of Loveland Sales Tax Admin	New Jersey Department Of Revenue
City Of Madison Tax Collector	NH Dept Of Revenue Administration
City Of Mesa	North Carolina Department Of Revenue
City Of Mobile	NYS Sales Tax Processing Jaf Building
City Of Montgomery	Office Of State Tax Commission
City Of Montrose	Ohio Department Of Taxation
City Of New Orleans	Ohio Dept. Of Taxation, Commercial Activity Tax
City Of Nogales	Ohio Excise Tax And Assessment Unit
City Of North Bend Finance Dept	Oklahoma Tax Commission
City Of Olympia	Oklahoma Tax Commission Franchise Tax
City Of Pelham	Ouachita Taxation And Revenue Dept
City Of Pell City	Parish Of St. Bernard
City Of Peoria Tax And License S Section	Parish Of St. Mary
City Of Portland	Parish Of St. Tammany
City Of Prattville	Parish Of Terrebonne
City Of Prescott Tax And License Office	Philadelphia Department Of Revenue
City Of Pueblo	Phoenix City Treasurer
City Of Red Bay Sales Tax Division	Plaquemines Parish
City Of Scottsdale Customer Service Division	Pointe Coupee Parish
City Of Seattle Revenue & Consumer Affairs	Puerto Rico Department Of Treasury
City Of Shelton	Rapides Parish Sales Tax
City Of Sterling	Red River Tax Agency
City Of Tacoma Dept Of Finance, Tax & License Div.	Richland Parish Tax Commissioner
City Of Tempe Tax And License Division	Sabine Parish
City Of Thornton Dept. 222	Sales Tax Division –Alatax
City Of Tucson, Collections	SC Department Of Revenue Corporation Return
City Of Tuscaloosa	Shelby County
City Of Tuscumbia, Sales Tax Division	South Carolina Department Of Revenue
City Of Wheat Ridge	South Dakota Dept Of Revenue
Claiborne Parish	St. Charles Parish School Board
Colbert County	St. Clair County
Colorado Department Of Revenue, Taxpayer Service Division	St. John The Baptist Parish
Commonwealth Of Pennsylvania	St. Landry Parish
Comptroller Of Maryland	St. Martin Parish
Concordia Parish	State Board Of Equalization
Connecticut Department Of Revenue Services	State Of Nevada
Cullman County	State Of Rhode Island, Div Of Tax
DC Office Of Tax And Revenue	State Of Washington
DeKalb County Revenue Dept, Sales Tax Collections	State Tax Commission
Delaware Division Of Revenue	Tangipahoa Parish
Department Of Finance & Administration	Taxation And Revenue Department
Department Of Revenue Services State Of Connecticut	Tennessee Department Of Revenue
Dept Of Finance	Texas Comptroller
Desoto Parish	Town Of Castle Rock
Evangeline Parish	Town Of Parker
Everett City Clerk's Office Business Tax Div.	Town Of Silverthorne Revenue Admin.
Florida Department Of Revenue	Town Of Windsor
Franchise Tax Board	Tuscaloosa County
Franklin County Sales Tax Division	Union Parish
Franklin Parish	Utah State Tax Commission
Georgia Department Of Revenue	Vermillion Parish
Georgia Department Of Revenue Processing Center	Vermont Department Of Taxes
Grant Parish	Vernon Parish
Hawaii Department Of Taxation	Virginia Department Of Taxation
Iberia Parish	Walker County
Iberville Parish	Washington Parish
Illinois Department Of Revenue Retailers' Occupation Tax	Webster Parish
Indiana Department Of Revenue	West Baton Rouge Parish
Iowa Dept. Of Revenue And Finance	West Feliciana Parish

Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements) (continued)	Governmental and State Regulatory Agencies
West Virginia State Tax Department, Internal Auditing Division	Bureau of Customs and Border Protection
West Virginia State Tax Dept	California Air Resources Board (CARB)
Winn Parish	Copyright Office
Wisconsin Dept Of Revenue	Department of Labor
Wyoming Dept Of Revenue, Sales And Use Tax Division	Department of the Interior
Accutive Medical Ventures, LLC	Department of the Treasury
Apollo Management, L.P.	Department of Transportation
Ascend Technology Ventures	Equal Employment Opportunity Commission
Austin Ventures	Federal Trade Commission
Brantley Partners	Internal Revenue Service
Collier Capital Ltd.	Michigan Department of State Bureau of Regulatory Services
Detroit Investment Fund	Michigan Department of Treasury
Focus Ventures	National Highway Traffic Safety Administration
General Motors Investment Management Corporation	National Labor Relations Board
Geocapital Partners LLC	New York State Department of Environmental Conservation
Metalmark Capital LLC	Occupational Safety and Health Review Commission
Nordic Capital	Patent & Trademark Office
Quantum Energy Partners	Rhode Island Department of Environmental Management
Thomas H. Lee Partners, L.P.	Securities and Exchange Commission
Vestar Capital Partners	Social Security Administration
Vista Equity Partners	U.S. Environmental Protection Agency
Wind Point Partners	United States Department of Justice
	Vermont Agency of Natural Resources
	Vermont Department of Environmental Conservation
Debtors' Joint Venture Parties	Secured Creditors Other Than Major Secured Lenders
AO "AVTOVAZ"	AVN Air LLC
Belgian Branch	Citicorp USA, Inc.
Caterpillar Logistics Services Inc.	Delta Township Utilities II, LLC
Caterpillar Logistics Services International NV	GE Corporate Financial Services
DRB-Hicom Berhad.	GELCO Corporation
European Bank for Reconstruction and Development	JPMorgan Chase Bank, N.A.
FIAT – GM Powertrain B.V.	United States Department of the Treasury
Fiat Partecipazioni S.p.A.	
GAZ Joint-Stock Company	
GAZ Nominee	Term Loan Secured Lenders
Government of the Republic of Uzbekistan	Aegon Transamer MFS Hi Yld
ISPOL-IMG Holdings B.V.	AG Northwoods Cap IV
Isuzu Motors Limited	AG Northwoods Cap V
JSC UzavtosanOat	AG Northwoods Cap VI Ltd
Korea Development Bank	AG Northwoods Cap VIII Ltd
Liuzhou Automotive Transport Co.	AG Northwoods Capital VII Ltd
Liuzhou Changhong Machine Manufacturing Co.	American Intl Group Inc.
Liuzhou Mini Vehicles Factory	Arch Reinsurance Ltd
Liuzhou Vehicle Frame Factory	Ares Enhanced LN Inv III Ltd
Liuzhou Wuling Automotive Co. Ltd.	Ares Enhanced LN Inv IR
OnStar Corporation	Ares Enhanced LN Inv STR IR-B
Shanghai Automotive Industry Corporation (Group)	Ares IIRL IVR CLO Ltd
Shanghai Automotive Industry Corporation (Group) Motor Corporation Limited	Ares IX CLOLtd
Suzuki Motor Corporation	Ares VIII CLI Ltd
UzDaewoo Auto Co.	Ares VIR CLO Ltd
Yulon Motor Company, Ltd.	Ares VR CLO Ltd
	Ares XI CLO Ltd
Indenture Trustees (including any parties to GM municipal bond financing arrangements)	Arnhold-Houston POL OFF Pen Sy
Bank General du Luxembourg S.A.	Atrium IV
Bank of New York	Atrium V
Citibank, N.A.	Avenue CLO V Ltd
Deutsche Bank AG London	Avery Point CLO Ltd
U.S. Bank N.A.	Ballyrock CLO 2006-1 Ltd
Underwriting Investment Banks for GM's securities (for all securities issued or outstanding and for the prior 3 years, including investment banks used in private placement transactions)	Ballyrock CLO 2006-2 Ltd
ABN AMRO Rothschild LLC	Big Sky III Senior Loan TR
Banc of America Securities LLC	Bismarck CBNA Loan Funding LLC
Barclays Capital Inc.	Bk Of America, N.A.
Bear, Stearns & Co. Inc.	Black Diamond CLO 2005 2
Blaylock & Company, Inc.	Black Diamond CLO 2005 I
Citigroup Global Markets Inc.	Black Diamond CLO 2006-I Caymn
Credit Suisse Securities (USA) LLC	Blackrock BD FD Inc Hi Inc FD
Deutsche Bank Securities Inc.	Blackrock Corp Hi Yld Fd III I
Dolev Securities, LLC	Blackrock Corp Hi Yld Fd Inc
Goldman, Sachs & Co.	Blackrock Corp Hi Yld Fd V Inc
Greenwich Capital Markets, Inc.	Blackrock Corp Hi Yld Fd VI In
J. P. Morgan Securities Inc.	Blackrock Debt Strt Fd Inc
Loop Capital Markets, LLC	Blackrock Div Inc Strt Fd Inc
Merrill Lynch	Blackrock Emp Ret Fd City Dal
Morgan Stanley & Co. Incorporated	Blackrock FDS Hi Yld BD PF
Muriel Siebert & Co., Inc.	Blackrock Fltg Rt Inc Strt
Pierce, Fenner & Smith Incorporated	Blackrock Gbl Inv Ser Inc Str
Samuel A. Ramirez & Co., Inc.	Blackrock Hi Inc Shrs
The Williams Capital Group, L.P.	Blackrock Hi Yld Tr
UBS Securities LLC	Blackrock Met Inv Sr Tr Hi Yld
Utendahl Capital Partners, L.P.	Blackrock Mgd Ac Sr Hi Inc Pf
	Blackrock Multi-Strategy Fixed
	Blackrock Senior Inc Ser II
	Blackrock Sr Hi Fd Inc
	Blackrock Sr Inc Ser IV
	Blackrock Strt Bd Tr
	California State Teachers Ret

Term Loan Secured Lenders (continued)	Term Loan Secured Lenders (continued)
Canadian Imperial Bk Comm	Genesis CLO 2007-1 Ltd
Canyon Cap Cdo 2002-1 Ltd	Genesis CLO 2007-2 Ltd
Carbonado LLC	Global Investment Grade Credit
Carlyle High Yield Part 2008-1	Golden Knight II CLO Ltd
Carlyle High Yield Part IX Ltd	Goldentre Ln Opp III Ltd
Castle Garden Fdg	Goldentre Ln Opp IV Ltd
Caterpillar Inc Mstr Pen Tr	Goldman Sachs Cr Parts LP
Celfin Capital S.A. Gtifi	Goldman Sachs-Abs Loans 2007 L
Chatham Light II CLO	GPC 69 LLC
Chatham Light III CLO Ltd	Grand Cent Asset Tr Bdc
Citibank NA-N Y	Grand Cent Asset Tr Gsif
City Of Milwaukee Employers Re	Grand Cent Asset Tr Wam
City Of Oakland Police	Grayson & Co
Classic Cayman Bd Ltd	Gulf Stream - Sextant CLO 2007
Classic I Loan Funding	Gulf Stream Compass CLO 2003-1
Contl Casualty Co	Gulf Stream-Compass CLO 2007
Csam Syndicated Loan Fd	Harbour Town Funding LLC
Cuna Mutual Ins Society	Harch Clo II Ltd
Cypress Tree Int'l Ln Holding C	Harch Clo III Ltd
De-Bei Instl Inv Tr-Hi Yld Bd	Hartford-Fltg Bk Ln Sr Of Hart
De-Bei Instl Mgd Tr-Hi Yld Bd	Health Care Foundation Ks
Delaware Delchester Fd	Hewett's Island CLO V Ltd
Delaware Diversified Inc Fd	Hewett's Island CLO VI Ltd
Delaware Enhanced Global Divid	Hewetts Island CLO IV
Delaware Grp Eq V Div Inc Fd	Hewlett-Packard Co
Delaware High-Yield Opp Fd	HFR Rva Opal Master Trust
Delaware Inv Div & Income Fd	Highland Credit Opp CDO Ltd
Delaware Optimum Fxd Income Fd	Highland Floating Rate Fund
Delaware Pooled Tr-Core PL Inc	Hightland Offshore Ptnrs LP
Delaware Pooled Tr-Hi Yld Bd P	Highland-Pac Sel Fd Fltg Rt Ln
Delaware Pseg Nuc Mstr Decommi	Himco Fltg Rt Fd
Delaware Vip Tr Diversified In	III Teachers Ret Sys Stpl
Delaware Vip Tr Hi Yld Series	Illinois Municipal Retire Fund
Delaware-Lincoln Vipt Bd Fd	Iowa Public Employees Retire
Deutsche Bk-New York	Ivy-Hi Inc Fd
Diamond Springs Trading LLC	Janus Adviser Floating Rate Hi
Eaton Vance Cdo IX Ltd	Jasper Funding
Eaton Vance Cdo VIII Ltd	Jersey Street CLO, Ltd
Eaton Vance Cdo X PLC	Jp Morgan Whitefriars Inc
Eaton Vance Fltg Rt Inc Tr	Katonah 2007-I CLO
Eaton Vance Grayson & Co	Katonah III, Ltd.
Eaton Vance Instl Sr Ln Fd	Katonah IV Ltd
Eaton Vance Loan Opp Fd Ltd	Kil Loan Funding LLC
Eaton Vance Ltd Duration Inc F	L3- Lincoln Variable Ins Prods
Eaton Vance Medallion Floating	Lincoln Natl Life Ins 12
Eaton Vance Senior Inc Tr	Lincoln Natl Life Sa20
Eaton Vance Sht Dur Div Inc Fd	Li Rustic Canyon Funding LLC
Eaton Vance Sr Debt Pf	Loan Funding XI LLC
Eaton Vance Sr Fltg Rt Tr	Loan Star Stat Tr
Eaton Vance Sr Inc Tr	Logan - Raytheon Mpt-Fltg Rate
Eaton Vance Vt Fltg Rt Inc Fd	Logan - Raytheon Mpt-Md Grde P
Emerald Orchard Ltd	Logan Cir-Russell Inv Co Multi
Employers Ins Company Of Wausa	Logan Circ-Walt Disney Ret Pl
Evergreen Core Plus Bd Fd	Logan Circle - Alameda Cty Tra
Evergreen Hi Yld Bd Tr	Logan Circle - Allina Healths
Evergreen High Income Fund	Logan Circle - Bechtel Corporation
Evergreen Inc Adv Fd	Logan Circle - Fric Fixed Inco
Evergreen Multi-Sector Income	Logan Circle - Liberty Mut Emp
Evergreen Utly & Hi Inc Fd	Logan Circle - Ric PLC
Evergreen Va High Income Fd	Logan Circle - Russiflc Ruscbf
Fairview Funding LLC	Logan Circle - Russell Multi-M
Fidelity Advr Sr I-Advr Hi In	Logan Circle -Public Service E
Fidelity Advr Sr II-Advr Strt	Logan Circle Freddie Mac Fdtn
Fidelity American Hi Yld Fd	Logan Circle Peoples Enrgy Cor
Fidelity Ballyrock Clo II	Logan Circle Wis Pub Ser Pen T
Fidelity Ballyrock Clo III	Logan Circle- Sunoco Inc Mstr
Fidelity Cip LLC:Fid Ff Rate	Logan Circle-Raytheon Mstr Pen
Fidelity Puritan Tr-Puritan Fd	Longhorn Cr Fdng LLC
Fidelity Sch St Tr-Strl Inc Fd	Longlane Master Tr IV
Fidelity Summer St Tr-Cap & In	Lord Abbett Inv Tr- Float Rate
Fidelity Summer St-Cap & Inc F	Mackay Shlids Coreplusalpha Ltd
Fidelity Vip V Strt Inc Pf	Mackay Short Duration Alpha Fd
First Tr Highland Cap Fltg Rt	Mackay-Ar Pub Emp Ret Sys
Flagship CLO IV	Madison Park Fdg III Ltd
Flagship CLO V	Madison Park Fdng VI Ltd
Flagship CLO VI	Madison Park Funding I Ltd
Foothill CLO I Ltd	Madison Park Funding II
Foothill Gr Inc	Madison Park Funding IV Ltd
Foothill Grp Inc	Madison Park Funding V Ltd
Fortress Cr Invs I Ltd	Marathon CLO I
Fortress Cr Invs II Ltd	Marathon CLO II Ltd
Four Corners CLO II Ltd	Marathon Financing I B V
Frt Tr 4 Cor Sr Ff Rt Inc Fd 2	Mariner LDC
Fst Tr/Four Corners Sr Fltg Rt	Marlborough Street CLO Ltd
Galaxite Master Unit Tst	Mayport CLO Ltd
GE Pen Tr	Mcdonnell-II State Board Inv
Gen Elec Cap Corp	Meritage Fd Ltd
	Merrill Lynch Cap Serv Inc
	Mfs Charter Inc Tr

Term Loan Secured Lenders (continued)	Term Loan Secured Lenders (continued)
Mfs Fltg Rt Hi Inc Fd	Race Point II CLO
Mfs Fltg Rt Inc Fd	Race Point III CLO
Mfs Intermarket Inc Tr I	Race Point IV CLO Ltd
Mfs Intermediate High Income F	Reams - Brd Of Pen Presbyteria
Mfs Multimarket Income Trust	Reams - Chicago Park District
Mfs Spcl VI Tr	Reams - Children's Hsplt Phila
Mfs Sr III Tr Hi Yld Opp Fd	Reams - Ct Gen Life Ins Co
Mfs Sr Tr III-ii Inc Fd	Reams - Emp Ret Sys Of The Cit
Mfs Sr Tr XIII-Div Inc Fd	Reams - Goldman Core Plus Fixe
Mfs Tr VIII Strt Inc Fd	Reams - Halliburton Company
Mfs Var Ins Tr- Mfs Strtgc Inc	Reams - Kraft Foods Master Ret
Mfs Variable Ins Tr Mfs High I	Reams - La Fire And Police
Mfs Vit II High Yield Portolio	Reams - Parkview Mem Hospital
Mfs Vit II Strt Inc Port	Reams - Reichhold, Inc.
Mfs-Dif-Diversified Income Fun	Reams - Rotary Intl Foundation
Microsoft Global Finance	Reams -San Diego Fdtr
Mo St Emp Ret Sys	Reams City Of Mont Al Empl Ret
Momentum Cap Fd Ltd	Reams Ilwu Pma Pen Pln
Morgan Stanley Sr Fd Inc	Reams Indiana St Pol Pen Tr
Mt Wilson CLO II Ltd	Reams Indiana St Teach Ret Fd
Muzinich-Spc Extrayield \$ Segr	Reams Louisiana Carp Reg Cnc P
Nash Point CLO	Reams Muni Emp Ret Sys Michiga
Nash Point CLO III B.V.	Reams Trustees Of Indiana Univ
Nash Point II CLO	Reams- Columbus Core PI
National City Bank	Reams- Labcorp Cash Bal Ret
New York Life Ins GP Port Alp	Reams-Amer President Lines Ltd
New York Life Ins Co GP	Reams-Bill & Melinda Found
Oak Hill Cr Part II	Reams-Bldg Trds Un Pen Tr
Oak Hill Cr Partners IV	Reams-Carp Pen Fd II
Oak Hill Credit Partners V Ltd	Reams-Columbs Ext Mkt Fd Lic
Oak Hill Credit Ptnrs II Ltd	Reams-Eight Dist Elec Pen Fd
Oaktree - Emp Ret Fd City Of D	Reams-Emp Ret Sys Balt Cnty
Oaktree - Gen Brd Pen Hlth Bnf	Reams-Indiana Mr Move Cnstrct
Oaktree - High Yield LP	Reams-Inter Lc Pen Fd Grph Co
Oaktree - Int'l Paper Co Comngl	Reams-Laboratory Corp Of Us Hl
Oaktree - Pac Gas & Elec Post	Reams-Prudential Ret Ins & Ann
Oaktree Cap Mgmt-Hi Yld Tr	Reams-Santa Barbara Cnty Emp R
Oaktree Loan Fund 2x (Cay) LP	Reams-Sonoma Cnty Emp Ret Asso
Oaktree Loan Fund, L.P.	Reams-St Luke Epis Hlth Sys Fd
Oaktree-Bill & Melinda Gates	Reams-The Mather Found Core PI
Oaktree-Daimlerchrysler Corp M	Reams-Trustees Of Purdue
Oaktree-High Yield Fd II LP	Reams-Univ Of Kentucky
Oaktree-San Diego Cty Emp Ret	Reams-Ventura Cnty Emp Ret Ass
Oaktree-Tmct LCC	RGA Reinsurance Co
Obsidian Master Fd	Royal Bk Of Scot PLC
OCM High Yield Plus Fd LP	Sanctuary Clear Creek
OCM-Cent St,Se & Sw Pens Pl	Sanford Bernstein II Interim Du
OCM-IBM Personal Pens Pl	Sanford Bernstein Interim Dur P
OCM-Pac Gas & Elec Comp Ret Tr	Sankaty Cr Opps Off Mr IV LP
OCM-State Teach Ret Oh	Sankaty High Yield Part II LP
OCM-Wm Pool Hyld Fix Int Tr	Sankaty Hy Part III LP
Octagon Invsmnt Part XI Ltd	Seattle City Empl Retire
Oevag	Secondary Loan And Distressed
OHA Cap Sol Fin Ofshore Ltd	Security Invstrs-Hi Yld Fd
OHA Cap Sol Fin Onshore Ltd	Sei Inst Mgd Tr Core Fxd Inc
OHA Park Avenue CLO I Ltd	Sf-3 Segregated Portfolio
OHSF Financing Ltd	Sfr Ltd
OHSF II Financing Ltd	Shinnecock CLO II Ltd
Oppenheimer Sr Fltg Rt Fd	Silverado CLO 2006-I Ltd
OW Fdng Ltd	Spirer IV Loan Trust 2003 B
Pension Inv Comm Of GM For GM	Sss Fdg II, LLC
Phoenix Edge Sr Fd Multi Sect	State Of Connecticut
Phoenix Edge-Multi-Sec Fix Inc	Stoney Lane Fdng I Ltd
Phoenix Multisector Fx Inc Fd	Talon Total Return Ptnrs LP
Phoenix Multisector Sht Trm Bd	Talon Total Return Qp Ptnrs LP
Phoenix Senior Floating Rt Fd	TCW Absolute Return Credit Fd
Pimco Fairway Loan Funding Co	TCW High Income Parts Ltd
Pimco1464-Freescale Retirement	TCW Sr Secured Fltg Rt Ln Fd L
Pimco1641-Sierra Pac Rscrce De	TCW Sr Secured Ln Fund LP
Pimco2244-Virginia Retirement	TCW Velocity CLO
Pimco2496-Fltg Rt Inc Fd	TCW -Park Avenue Ln Tr
Pimco2497-Fltg Rt Strt Fd	Texas City & Dist Ret Sys
Pimco2603-Red River Hypi Lp	TMCT II LLC
Pimco3813- Cayman Bk Ln Fd	Trilogy Portfolio Co LLC
Pimco400-Stk Plus Sub Fd B LLC	Trs Svco LLC
Pimco6819 Portola CLO Ltd	Vitesse CLO Ltd
Pimco700-Fd Tot Rtn Fd	Vulcan Ventures Inc
Pimco706-Fd Private Hi Yd Pt	Wamco 176-Va Supplemental Ret
Pioneer Fltg Rt Tr	Wamco 2357-Legg Mason Ptnrs
Post - Royal Mail Pens Plan	Wamco 3023-Virginia Ret Sys Bk
Post-Va Ret System Multi Port	Wamco 3073-John Hancock Trst
Primus CLO I Ltd	Wamco 3074-John Hancock Fd II
Primus CLO II Ltd	Wamco Mt Wilson CLO
Princeton Rosedale CLO II Ltd	Wamco Mt Wilson CLO
Putnam 29x-Fds Tr-Fltg Rt Inc	Wamco Wstrn Asst Fltg Rt Hi In
Putnam Bk Ln Fd (Cayman) Mstr	Wamco-3131-Raytheon Master Pen
Pyramis Fltg Rt Hi Inc Comngl	Wells - 13702900
Pyramis Hi Yld Bd Comngl Pool	Wells - 13823100
Race Point II CLO	Wells - 14945000

Term Loan Secured Lenders (continued)	Professionals Employed (continued)
Wells - 16017000	Davis Polk & Wardwell
Wells 16959701-John Hancock In	Deloitte & Touche (Deloitte Touch Tohmatsu & Deloitte LLP
Wells Cap Mgmt - 13923601	Deutsche Bank Securities Inc.
Wells Cap Mgmt 12222133	Ernst & Young
Wells 16463700 La Dept W&Pwr Em	Evercore Partners Inc.
Wells 16959700-Jh Hi Yld	Goldman Sachs Group Inc.
West Bend Mutual Insurance Com	Goldman, Sachs & Co.
XX - Agility Glb Fx Inc Mst Fd	Gupton Mars
XX - Mfs - High Yield Var Acct	Honigman Miller Schwartz and Cohn LLP
XX - Sankaty Credit Opp IV LP	J.P. Morgan & Co. Inc.
XX - Stichting Bedrijfstakpens	JPMorgan Chase & Co
XX - Stichting Pensionfonds Me	Jenner & Block LLP
XX - The Hartford Fiting Rt Fd	Jones Day
XX - Wells Cap Mgmt 18866500	Kirkland & Ellis LLP
XX -Fidelity Canadian Asset All	KPMG LLP
XX -GMAM Investment Funds Trust	Mallesons Stephen Jaques
XX -Lehman Brothers First Trust	Merrill Lynch & Co., Inc.
XX -Lehman Brothers High Income	Merrill Lynch International Limited
XX -Neuberger Berman Income	Merrill Lynch, Pierce, Fenner & Smith Incorporated
XX -Rbc Dexia Investor Services	Morgan Stanley & Co. Incorporated
XX -Sg Am Ai Ec V - Ca	Osler, Hoskin & Harcourt LLP
Credit Revolver Secured Lenders	Price Waterhouse Coopers
ABN AMRO	Resource Global Professionals
Australia & New Zealand Bank	Richards, Layton & Finger
Banca Intesa (Intesa BCI)**	Stewart McKelvey Stirling Scales
Banco Comercial Portugues	W. Y. Campbell & Company
Bank of America	Weil, Gotshal & Manges LLP
Bank of China	White & Case, L.L.P.
Bank of Montreal	
Bank of New York	
Bank of Nova Scotia	
Barclays Bank	
Bayerische Landesbank	
BBVA (a.k.a. Banco Bilbao Vizcaya Argentaria)	
Bear Stearns	
BNP Paribas	
BOTM	
Calyon	
CIBC	
Citibank, N.A.	
Citigroup	
Citizens Savings Bank	
Comerica Bank	
Commerzbank AG	
Credit Suisse	
Deutsche Bank	
Dresdner Bank	
Fifth Third Bank	
Fortis	
Helaba (Landesbank Hessen)	
HSBC	
ING Bank	
JP Morgan Chase	
KBC Bank	
Key Bank	
M&T Bank	
Mellon Bank	
Merrill Lynch Bank	
Mizuho Corporate Bank	
Morgan Stanley	
Nordea Bank	
Northern Trust Company	
RBS (Royal Bank of Scotland)	
San Paolo Di Torino	
SE Banken	
SMBC	
Societe Generale	
Standard Chartered Bank	
UBS AG	
WestLB	
Professionals Employed	
ABN AMRO, Inc.	
Acteon	
AG Edwards Inc.	
Alix Partners	
Arthur Andersen	
Bank of New York Mellon Corporation	
Bear Stearns International Limited	
Bear, Stearns & Co. Inc.	
Blackstone Group L.P.	
BNP Paribas	
Citibank, National Association (Las Vegas, NV)	
Citigroup CIB	
Computershare Trust Company, NA	
Cravath, Swaine & Moore LLP	
Credit Suisse	
Daiwa Europe (Deutschland) GmbH	

Top 100 Suppliers	Top 100 Suppliers (continued)
AlG Vantage Capital LP.	ZF Lenksysteme GmbH
Al-Shreveport LLC	
Aisin Seiki Co Ltd.	
Allison Transmission Inc.	Strategic Alliances
Alpha SA De Cv	123 Systems, Inc.
American Axle & Mfg Holdings Inc.	Apollo Tyres Ltd.
Androit Industries-Delta Township	Applied Intellectual Capital
AP Plasman Corp.	Avtotor-Kholidng Grupp OAO
Arvinmeritor Inc.	BMW Group
Auma SA De Cv	Carnegie Mellon University
Ballard Power Systems Inc.	CNF Technologies, Inc.
Behr GmbH & Co.	Compact Power, Inc.
Borg Warner Inc.	Daechang Forging Co., Ltd.
Bosch, Robert Stiftung GmbH	Daimler AG
Bose Corp.	DRB-HICOM Bhd
Bridgestone Corp.	Duke Energy Corp.
Brose International GmbH	Ford Motor Co.
Burelle	Freudenberg-NOK General Partnership
Challenge Mfg Co.	GAZ Group
Cloyes Gear & Products Inc.	GMAC LLC
Compagnie Generale Des Etablissemen	Hitor Group, Inc.
Concord International Inc.	HSBC Finance Corp.
Continental AG	HSBC Financial Corp Ltd.
Continental Plastics Co.	IF P&C Insurance Holding Ltd.
Cooper-Standard Holdings Inc.	Indian Institute of Technology, Kharagpur
Dakota Integrated Systems LLC	Mondragón Corporación Cooperativa
Dana Holding Corp.	National Governors Association
Delphi Corp.	Nicholas Financial Inc.
Denso Corp.	Ontario Power Generation Inc.
Detroit Technologies Inc.	PTT Public Co. Ltd.
Eaton Corp.	Rockwood Holdings Inc.
Exedy Corp.	Rockwood Specialties Group Inc.
Fiat Spa	Rodale Inc.
Flex-N-Gate Corp.	Saudi Basic Industries Corp.
Getrag Getriebe-Und Zahnradfabrik	Segway, Inc.
GKN Plc	Shanghai Automotive Industry Corporation
Goodyear Tire & Rubber Co.	Shell Hydrogen B.V.
Grupo Antolin Irausa SA	SK Telecom Co. Ltd.
Guardian Industries Corp.	State Grid Corporation of China
Hayes Lemmerz International Inc.	Thailand Automotive Industry Association
Hella Kgaa Hueck & Co.	The Electric Power Research Institute, Inc.
Henniges Automotive Holding Inc.	Tóth Autó Kft
Hilite International Inc.	Toyota Motor Corp.
Hitachi Ltd.	Tsinghua University
HP-Pelzer Beteiligungsholding GmbH	University of Ontario Institute of Technology
Icahn Enterprises LP	Uzavtosanoat JSC
Illinois Tool Works Inc.	Veolia Environnement SA
Inergy Automotive Systems	VeraSun Energy Corporation
International Automotive Components	
J2 Management Corp.	Unions/Non-Debtor Parties to Collective Bargaining Agreements
Johnson Controls Inc.	IAM
Key Safety Systems Inc.	IBEW
Kohlberg & Co LLC	International Association of Machinists
L&W Inc.	International Brotherhood of Electrical Workers
Lear Corp.	International Union of Electronic, Electrical, Salaried, Machine and Furniture
Linamar Corp.	Workers (IUE)
Lio Ho Machine Works Ltd.	
Mahle-Stiftung GmbH	Major Litigation Claimants
Mando Corp.	Alex Mager
Martineira International Inc.	Allgood
Mold Masters Co.	Alliance of Automobile Manufacturers
Morgan, JP Chase & Co	Amico
Multimatic Inc.	Association of International Automobile Manufacturers
Nippon Sheet Glass Co Ltd.	Aurelius Capital Partners LP
Noble International Ltd.	Barnevik
Nyx Inc.	Belch
Peugeot SA	Bryant
Remy International Inc.	California Attorney General
Renco Group Inc.	California ex rel. Lockyer
Sanilis Corporacion SA De Cv	Chartrand
Schaeffler Kg	Delphi ERISA Litigation
SL Corp.	EPA Region III
Sumitomo Electric Industries Ltd.	EPA Region V
Textron Inc.	Evans and Evans Cooling Systems, Inc
TI Automotive Ltd.	Folksam Asset Management, et al
Timken Co. Inc.	Galliani
TKJ KK	Goodridge
Tomkins Plc	Gutzler
Total SA	Henry Gluckstern
Toyota Industries Corp.	Hunter
TRW Automotive Holdings Corp.	Int'l Union
Valeo	J&R Marketing
Van-Rob Inc.	J&R Marketing, SEP
Visteon Corp.	John Orr
Webasto Ag	Kenneth Stewart
Windsor Mold Inc.	Margaret George
Yazaki Corp.	Mary M. Brewer
Yorozu Corp.	New Market Vehicle Canadian Export Antitrust Litigation
Zeppelin-Stiftung	OnStar Contract Litigation
	Robin Salisbury

Major Litigation Claimants (continued)	Asia Pacific (continued)
Sanute	Shanghai GM Dongyue Motors Co. Ltd.
Sharon Bouth	Shanghai GM Dongyue Powertrain
Sidra Bell	Vietnam Daewoo Motor Co. Ltd.
Stanley Zielezinski	Yulon General Motors Co.
Stein v. Bowles	Yulon GM Motors Company Limited
Young	
Professionals Retained by Significant Creditor Groups	Latin America, Africa, and Middle East
Brown Rudnick	Al Mansour Automotive Sae
Cadwalader Wickersham and Taft LLP	Boco (Proprietary) Limited
Haynes & Boone LLP	Chevrolet S.A. De Ahorra Para Fines Determinados
Houlihan Lokey	Dad Holdings (Pty.) Ltd.
Lazard Ltd.	Delmot Properties
Morgan, Lewis & Bockius	DMC Holdings (Pty.) Ltd.
Otterbourg, Steinbinder, Houston & Rosen, P.C.	Elasto S.A.
Paul, Weiss, Rifkind, Wharton & Garrison LLP	General Motors Africa And Middle East FZE
Rothschild LLP	General Motors Chile S.A.
Simpson Thacher & Bartlett LLP	General Motors Colmotores S.A.
Skadden, Arps, Slate, Meagher & Flom LLP	General Motors De Argentina S.R.L.
Sommenschein Nath & Rosenthal LLP	General Motors Del Ecuador S.A.
	General Motors Do Brasil LTDA.
Entities in which GM owns an equity interest (This list is based on the entities disclosed in Exhibit 21 to the 2008 10-K, a list of direct investments included in the Capital IQ Report, and the organizational charts provided by GM.)	General Motors Do Brasil LTDA.
Asia Pacific	General Motors East Africa Limited
Autohaus Anif GmbH	General Motors Egypt S.A.E.
Chevrolet Austria GmbH	General Motors Inversiones Santiago
Chevrolet Belgium	General Motors Israel
Chevrolet Deutschland GmbH	General Motors Nigeria Ltd.
Chevrolet Espana S.A.	General Motors Peru S.A.
Chevrolet Euro Parts Center B.V.	General Motors South Africa
Chevrolet Europe GmbH	General Motors Uruguay
Chevrolet Finland OY	General Motors Venezuela C.A.
Chevrolet France S.A.S.	Global Logistical Services (Pty.) Ltd.
Chevrolet Italia S.p.A.	GM Factoring Sociedad De Fomento Comercial LTDA.
Chevrolet Nederland B.V.	GM-Isuzu Camiones Colombia
Chevrolet Poland Sp. Z.O.O.	GM-Isuzu Camiones Ecuador
Chevrolet Portugal, LDA	GM – Isuzu Camiones Andinos de Colombia Limitada
Chevrolet Sales (Thailand) Ltd.	GM – Isuzu Camiones Andinos del Ecuador GMICA Ecuador CIA. Ltda.
Chevrolet Southeast Europe Automobile LLC.	Holdcorp S.A.
Chevrolet Suisse S.A.	Isuzu Truck South Africa (Pty) Limited
Chevrolet Sverige AB	Mac International Fzco
Chevrolet Turkiye Ticaret Ltd. Sti.	Midas Group (Proprietary) Limited
Chevrolet UK Ltd.	Omnibus Bb Transportes S.A.
Daewoo Motor De Puerto Rico Inc.	Plan Automotor Ecuatoriano S.A. Planautomotor
Espace 328 S.A.R.L.	Precision Exhaust Systems
General Motors (China) Investment Company Ltd.	Ruedas De Aluminio C.A.
General Motors China, Inc.	Sociedad De Compra Programada Chevrolet C.A.
General Motors (Hong Kong) Company Limited	Stainless Precision Components (Pty.) Ltd.
General Motors (India) Marketing Private Limited	Universal Motors Israel Ltd.
General Motors Asia Pacific (Japan) Limited	
General Motors Asia Pacific (Pte.) Ltd.	
General Motors Australia Limited	
General Motors Daewoo Auto And Technology CIS	
General Motors Global Industries Co. Ltd.	
General Motors Holden Ltd.	
General Motors Holden's Sales Pty.	
General Motors India Private Limited	
General Motors Japan Ltd.	
General Motors Ltd.	
General Motors Malaysia	
General Motors New Zealand Pension Limited	
General Motors New Zealand Pensions Limited	
General Motors Powertrain (Thailand)	
General Motors Southeast Asia Operations Limited	
General Motors Taiwan Limited	
General Motors Thailand Ltd.	
GM Automobiles Philippines Inc.	
GM Autoworld Korea Co. Ltd.	
GM Autoworld Yugen Kaisha	
GM Daewoo Auto & Technology Company	
GM Investments Pty. Ltd.	
GM Holden Investments Pty Ltd. (now called General Motors Investments Pty Ltd.	
GM Korea Co. Ltd.	
GM Uzbekistan	
GMI Diesel Engineering Limited	
Herouville Motors S.A.R.L.	
Hicom Chevrolet SDN BHD	
Holden's New Zealand Ltd.	
LCV Platform Engineering Corp.	
P.T. General Motors Autoworld	
P.T. General Motors Indonesia	
P.T. Mesin Indonesia	
Pan Asia Technical Automotive Center Company	
SAIC GM Wuling Automobile Ltd.	
Shanghai General Motors Corporation	
Shanghai GM (Shenyang) Norsom Motors Co. Ltd.	

Europe (continued)	North America – Dealerships (continued)
General Motors Strasbourg S.A.S.	Île-Perrot Chevrolet Ltée
General Motors Suisse S.A.	Integrity Saturn Of Chattanooga, Inc. (Saturn Of Chattanooga)
General Motors UK Limited	Jkars, Inc.
General Motors Uzbekistan	Joe Giacomin Chevrolet, Inc.
Global Tooling Service Company Europe Limited	Joe Morgan Chevrolet Cadillac, Inc.
GM Auslandprojekte GmbH	John H. Powell Jr. Chevrolet - Oldsmobile, Inc.
GM Austria GmbH	Ken Behlmann Automotive Services, Inc.
GM Automotive Services, Belgium	King's Mountain Chevrolet, Inc.
GM Automotive UK Limited	Lankford Buick-Pontiac- GMC, Inc.
GM Europe A.G.	Laplante Chev. Pontiac Buick GMC Ltd.
GM Europe GmbH	Las Cruces Automotive Group, Inc.
GM Europe Treasury Company AB	Leo Stec Saturn, Inc. (Saturn Of Chicago)
GM Global Purchasing And Supply Chain S.R.L. Romania	Little Rock Automotive Group (Gwatney Pbg)
GM Hellas A.B.E.E.	Lou Sobe Cerritos Saturn, Inc.
GM Overseas Funding LLC	Lou Sobe Saturn, Inc. (Saturn Of Schaumburg)
GM Plats (Proprietary) Limited	Mack Johnson Automotive, Inc. (Saturn)
GM Turkiye Ltd Sirketi	Mangino Chevrolet, Inc.
GM - Avtovaz	Martin Saturn Of Ontario, Inc.
IBC Vehicles (Distribution) Limited	Metro Saab, Inc.
IBC Vehicles Ltd	Milton Chevrolet, Inc. (Sobh-Locklear Chevrolet)
Île De France Automobiles S.A.	Moran Cadillac - GMC, Inc.
Isuzu Motors Polska Sp. Z O. O.	Morris Pontiac-GMC, Inc.
Millbrook Proving Ground Ltd.	Motors Holding San Fernando Valley, Inc.
Opel Eisenach GmbH	Muncie Chevrolet-Cadillac, Inc. (American Chevrolet Cadillac)
Opel Live GmbH	New Castle Automotive, Inc. (Bill Walker Chevy Pontiac Buick Cadillac)
Opel Performance Center GmbH	Oakland Automotive Center, Inc.
Opel Special Vehicles GmbH	Peninsula Pontiac GMC Buick, Inc.
Opel Wohnbau GmbH	Plaza Chev. Olds. Pontiac Buick GMC (2003)
Prostep AG	Poughkeepsie Chevrolet, Inc.
Randstad Worknet GmbH	Prestige Saturn Of Jacksonville, Inc. (Avenues)
Saab Automobile Investering A.B.	Puente Hills Pontiac GMC Buick, Inc.
Saab City Ltd.	Rancho Mirada Chevrolet, Inc.
Saab Deutschland GmbH	Renton Cadillac Pontiac GMC, Inc.
Saab Great Britain Limited	Salas Automotive Group, Inc.
Saab Marlow	Salois Pontiac Buick GMC (1999) Ltée
Saab Zentrum Frankfurt	San Francisco Multiple Dealer Holdings, Inc
Saab-Ana I Trollhatten A.B.	San Patricio Automotive Group, Inc.
Saab-Scania Canada	Saturn Of Central Florida, Inc. (Orlando South)
Vauxhall Engineering Centre Ltd.	Saturn Of Charlotte Market Area, Inc.
Vhc Sub Holdings (UK) Ltd.	Saturn Of Connecticut, Inc.
North America – Dealerships	Saturn Of Dartmouth Inc.
Advantage Chevrolet Of Bolingbrook, Inc.	Saturn Of Salt Lake, Inc.
Angleton Auto Center, Inc.	Saturn Of Wilkes Barre, Inc.
Athens Chevrolet, Inc.	Saturn Saab Of Halifax Inc.
Beck & Masten Gulf Freeway, Inc.	Scott Drummond Motors Ltd.
Bill Osborne Chevrolet Ltd.	Shawinigan Chevrolet (2003) Inc.
Britain Chevrolet, Inc.	Signature Cadillac
Broomie Oldsmobile, Inc.	Simpsonville Chevrolet, Inc.
Buick Pontiac GMC Of Moosic, Inc.	Slaughter Motor Company, Inc.
Buick-GMC Of Milford, Inc.	Smokey Point Buick Pontiac GMC, Inc.
Cable - Dahmer Chevrolet, Inc.	Taft Automotive, Inc.
Cadillac Hummer Of London Inc.	Tampa Bay Buick, Inc.
California Automotive Retailing Group, Inc.	Todd Wenzel Chevrolet, Inc.
Carnahan Chevrolet, Inc.	Tracy Pontiac GMC Cadillac, Inc.
Champion Buick Pontiac GMC, Inc.	Trimarco Pontiac-Buick- GMC, Inc. (Gary Trimarco Automotive)
Champion Chevrolet, Pontiac, Buick, Inc.	Tyler Motor Company, Inc.
Chevrolet Of Novato, Inc.	Valley Stream Automotive, Inc.
Chevrolet-Saturn Of Harlem, Inc.	Vanover Chevrolet, Inc.
Clear Lake Automotive Group, Inc.	Wallis Pontiac Buick GMC Ltd.
Cloutier Pontiac Buick Ltée	Washington Chevrolet, Inc.
Colchester Chevrolet, Inc.	West Haverstraw Chevrolet, Inc.
Conlin Pontiac Buick GMC Ltd.	Westborough Buick-Pontiac- GMC, Inc.
Curt Warner Chevrolet, Inc.	Westminster Pontiac GMC Buick, Inc.
Danny Beck Chevrolet, Inc.	Wills Chevrolet Ltd.
Ddh Investment North Texas, Inc.	Woody Folsom Automotive, Inc.
Ddh Investment South Texas, Inc.	
Dennis Jonsson Motor Products Ltd.	North America – Dormant
Desert Sun Motors Chevrolet-Oldsmobile-Cadillac, Inc.	3535673 Canada Inc.
DiNuba Auto Center, Inc.	Bell Acquisition Corporation
Elk Grove Saturn Auto, Inc.	Delphi Energy And Engine Management Systems UK Overseas Corporation
Exton Motors, Inc.	General Motors Commercial Corporation
Falls Pontiac GMC, Inc.	General Motors Export Corporation
Fernandez- GMC GMC -Pontiac Buick, Inc.	General Motors International Operations, Inc.
Florence Buick GMC, Inc.	General Motors Receivables Corporation
Florence Chevrolet, Inc. (Tom Gill Chevrolet)	GM Auto Receivables Co.
Franklin Buick-Pontiac- GMC, Inc.	GM Car Company LLC
Fredericktown Chevrolet Co., Inc.	GM Diversite Incorporated
Freeborough Automotive, Inc. (Saturn Of Okemos)	GM National Car International, Ltd.
Friendly Motors, Inc.	GMAC Auto Lease Purchase Corporation
Fugère Pontiac Buick Inc.	GMLC Ltd.
Gema Automotive, Inc.	GMRH Kansas City, Inc.
General Sales Company Of West Chester, Inc.	GMRH Philadelphia, Inc.
Gilroy Chevrolet Cadillac, Inc.	GMRH Pittsburgh, Inc.
Golden State Motors, LLC	GMRH Seattle, Inc.
Grayson Motors Of Texas, Inc.	GMRH St. Louis, Inc.
Hawaii Automotive Retailing Group, Inc.	GMRHLA, Inc.
Henderson Chevrolet, Inc.	Hec Holdings, Inc.
Hmp On The Mountain	Koneyren, Inc.

North America – Dormant (continued)	North America – Operating Entities (continued)
Lidlington Engineering Company, Ltd.	General Motors Overseas Commercial Vehicle Corporation
Manual Transmissions Of Muncie, LLC	General Motors Overseas Corporation
MLS USA, Inc.	General Motors Overseas Distribution Corporation
Motors Trading Corporation	General Motors Product Services, Inc.
New-Cen Commercial Corporation	General Motors Research Corporation
Premier Investment Group, Inc.	General Motors Trust Bank, N.A.
	General Motors Trust Company
North America – Holding Companies	General Motors U.S. Trading Corp.
2035208 Ontario Inc.	GM Eurometals, Inc.
2140879 Ontario Inc.	GM GEFs L.P.
Alternative Energy Services LLC	GM Global Technology Operations, Inc.
Annunciatia Corporation	GM Global Tooling Company, Inc.
Auto Lease Finance Corporation	GM International Sales Ltd.
Doraville Bond Corporation	GM Overseas Funding, LLC
EI-Mo Holding I Corporation	GM Personnel Services, Inc.
EI-Mo Holding II Corporation	GM Preferred Receivables Corporation
General Motors Asia Pacific Holdings, LLC	GM Technologies, LLC
General Motors Asia, Inc.	GMAC Auto Lease Payment Corp.
General Motors China	GMAC LLC
General Motors Indonesia, Inc.	GMAM Real Estate I, LLC
General Motors International Holdings, Inc.	GM-DI Leasing Corporation
General Motors Korea, Inc.	GMOC Administrative Services Corporation
General Motors Nova Scotia Finance Company	Grand Pointe Holdings, Inc.
General Motors Nova Scotia Investments Limited	HRL Laboratories LLC
General Motors Thailand Investments, LLC	Hydrogenics Corporation
GM APO Holdings, LLC	Metal Casting Technology, Inc.
GM Finance Co. Holdings LLC	Motor Enterprises, Inc.
GM LAAM Holdings, LLC	National Motors Bank FSB
GM Preferred Finance Co. Holdings Inc.	NJDOI/GMAM Core Plus Real Estate Investment Program, L.P.
GMCH &Sp Private Equity II L.P.	NJDOI/GMAM Opportunistic Real Estate Investment Program, L.P.
LBK, LLC	NJDOI/GMAM High Grade Partners II, L.P.
Parkwood Holdings Ltd.	North American New Cars, Inc.
Vector SCM, LLC	Onstar Canada Corporation
	PIMS Co.
North America – Joint Ventures	Remediation And Liability Management Company, Inc.
Aeroenvironment, Inc.	Riverfront Development Corporation
Andiamo Riverfront, LLC	Riverfront Holdings III, Inc.
Automotive Air Charter, Inc.	Riverfront Holdings Phase II, Inc.
Automotive Composites Consortium	Riverfront Holdings, Inc.
Aviation Spectrum Resources Holdings, Incorporated	Saab Cars Holdings Overseas Corp.
Cadillac Polanco, S.A. De C.V.	Saturn County Bond Corporation
Cami Automotive, Inc.	Truck And Bus Engineering U.K., Limited
Coach Insignia LLC	WRE, Inc.
Controladora Adelco S.A. De C.V.	
Controladora General Motors, S.A. De C.V.	
Coskata, Inc.	North America - SVP
Cunningham Motor Company	1908 Holdings Ltd.
Dmax, Ltd.	3183795 Nova Scotia ULC
Electric Scientific, Inc.	Brazauto Trading (Cayman) Limited
Electrical Wiring Component Applications Partnership	Carve-Out Ownership Cooperative LLC
Genasys L.L.C.	EI-Mo Leasing II Corporation
General Motors De Mexico, S. De R.L. De C.V.	EI-Mo Leasing III Corporation
General Motors Isuzu Commercial Truck, LLC	EI-Mo-Mex, Inc.
Giner Electrochemical Systems, LLC	Facilities Real Estate LLC
GMAC Holding S.A. De C.V.	Facilities Real Estate Trust
GSI Lumonics	General Motors Foreign Sales Corporation
Low Emission Paint Consortium	General Motors Trade Receivables LLC
Mascoma Corp.	GM Facilities Trust
Multiple Dealerships Holdings Of Albany, Inc.	GM GEFs Holdings (Ch4) ULC
New Cure, Inc.	GM GEFs Holdings Canada ULC
New United Motor Manufacturing, Inc.	GMODC Receivables Funding LLC
Occupational Safety Research Partnership	GMODC Trade Receivables LLC
OEconnection LLC	Lease Ownership Cooperative LLC
OEconnection Manager Corp.	Monetization Of Carve-Out, LLC
PDES, Inc.	
Quantum Fuel Systems Technologies Worldwide, Inc.	Miscellaneous
Renaissance Center Management Company	Academy, Inc.
Robotics Vision Systems, Inc.	Aisin GM Allison Co., Ltd.
Sistemas Para Automotores De Mexico, S. De R.L. De C.V.	Asheville Chevrolet, Inc
Supercomputer Automotive Applications Partnership	Cadillac Motor Div Area
Tx Holdco, LLC	Chevrolet Sociedad Anonima De Ahorro Para Fines Determinados
United Online, Inc.	CJSC GM-Avtovaz
United States Automotive Materials Partnership	Cobb Parkway Chevrolet, Inc
US Advanced Battery Consortium	Elgin Pontiac GMC Inc
Vector Scm Mexico S. Del. De Cv	Garcadia
XM Satellite Radio Holdings Inc.	General Motors Acceptance Corporation Of Canada, Limited
	General Motors Automotive
North America – Operating Entities	General Motors Capital Trust D
3096169 Nova Scotia Co.	General Motors Capital Trust G
Argonaut Holdings, Inc.	General Motors Chile S.A., Industria Automotriz
Environmental Corporate Remediation Company, Inc.	General Motors Coordination Center BVBA
General International Insurance Services Limited	General Motors Corporation, Medium Duty Truck Business
General International Limited	General Motors Europe
General Motors Asset Management Corporation	General Motors Europe AG
General Motors Employees Foundation	General Motors France
General Motors Foundation, Inc.	General Motors Hellas S.A.
General Motors Global Service Operations, Inc.	General Motors Holding Espana, S.A.
General Motors Investment Management Corporation	General Motors Importaktiebolag
General Motors Of Canada Limited	General Motors India Marketing Private Limited
	General Motors Isuzu Diesel Engineering Limited K.K.

Miscellaneous (continued)	United States Trustees for the Southern District of New York (continued)
General Motors North America	Nazar Khodorovsky
General Motors Romania	Marylou Martin
General Motors South Africa (Pty.) Limited	Anna M. Martinez
General Motors Southeast Europe	Brian S. Masumoto
General Motors Uruguay, S.A.	Courtney Matula
General Motors Warehousing And Trading (Shanghai) Co. Ltd.	Ercilia A. Mendoza
Glendora Chevrolet	Darin L. Mobley
GM Asset Management (UK) Limited	Mary V. Moroney
GM Auslandsprojekte GmbH	Serene Nakano
GM Canada GEFSHolding Corporation	Richard C. Morrissey
GM China Group	Paul K. Schwartzberg
GM Defense	Sylvester Sharp
GM Imports & Trading Ltd.	Hector Soto
GM India Science Laboratory	Andy Velez-Rivera
GM Inversiones Santiago Limitada	Greg M. Zipes
GM Latin America, Africa, Middle East	
GM Powertrain Europe	
GM Powertrain Group General Motors Corp.	
GM Powertrain LTDA.	
GM Preferred Receivables LLC	
GM Purchasing Vauxhall UK Limited	
GM Worldwide Purchasing Austria GmbH	
GM Worldwide Purchasing Do Brasil Ltda	
GMAC	
GMAC Banque	
GMACCommercial Credit (Holdings) Limited	
GMCH Holding, LLC	
GMETR Trade Receivables LLC	
GMI Diesel Engineering Limited K.K.	
Guzman, Ernie Pontiac GMC Truck Inc	
Hicomobil SDN BHD.	
Holiday Saturn, Inc	
Hughes Aircraft Company	
Integon Re (Barbados), Limited	
Isuzu - General Motors Australia Limited	
Japan Autoweb Services K.K.	
Leucadia National Corp.	
Millbrook Pension Management Limited	
New Rochelle Chevrolet Inc	
OnStar Global Services Corporation	
OnStar, LLC	
Opel Belgium NV	
Opel Portugal - Comercio E Industria De Veiculos SA	
P.T. GM Autoworld Indonesia	
PT General Motors Indonesia	
Saab Ab (Om:Saab B)	
Saab Automobili Italia S.R.L.	
Shanghai General Motors Co. Ltd.	
Simi Valley Pontiac, GMC, Buick, Inc	
Sistemas De Compra Programada Chevrolet, CA	
Société De Crédit Commercial GMAC-Canada	
Tai Jin International Automotive Distribution Co., Ltd.	
Ultimate Pontiac Buick GMC Inc	
Vector SCM Asia Pacific Pte. Ltd.	
Vector SCM Australia Pty. Ltd.	
Vector SCM Mexico S. de R.L. de CV	
Vector SCM Shanghai Co., Ltd.	
Vector SCM, GmbH	
Yorba Linda Chevrolet-Geo, Inc	
Yukon Chevrolet Inc	
Judges for the United States Bankruptcy Court for the Southern District of New York	
Chief Judge Stuart M. Bernstein	
Judge Prudence C. Beatty	
Judge Robert D. Drain	
Judge Robert E. Gerber	
Judge Martin Glenn	
Judge Arthur J. Gonzalez	
Judge Allan L. Gropper	
Judge Adlai S. Hardin	
Judge Burton R. Lifland	
Judge James M. Peck	
Judge Cecelia G. Morris	
United States Trustees for the Southern District of New York	
Diana G. Adams	
Linda A. Riftkin	
Tracy Hope Davis	
Abigail Rodriguez	
Catletha Brooks	
Maria Catapano	
Danny A. Choy	
Elizabeth C. Dub	
Marilyn Felton	
Myrna R. Fields	
Susan Golden	
Nadkarni Joseph	

EXHIBIT B

Parties-in-Interest Noted for Court Disclosure

Debtor	General Motors Corporation
Other Names for General Motors Corporation	GM Corporation National Car Rental
Former GM Entities	GMAC Delphi
Debtors' Counsel	Weil, Gotshal & Manges LLP
Chairman	Edward J. Whiteacre Jr.
Debtor's Board of Directors (Current)	Armando M. Codina Karen L. Katen
Debtor's Board of Directors (Past 3 years)	G. Richard Wagoner Jr. Jerome B. York
Debtor's Corporate Officers (Current)	Gary L. Cowger Walter G. Borst
Debtor's Corporate Officers (Past 3 Years)	Eric A. Feldstein John M. Devine
Debtor's Other Key Executives and Professionals of Affiliates	G.L. Cowger
Debtor's Significant Shareholders (Current - Top 5%)	State Street Global Advisors (US)
Debtor's Top 25 Shareholders	Barclays Global Investors Limited Barclays Global Investors, National Association BNY Mellon Wealth Management Brandeis Investment Partners, L.P. Capital International Limited College Retirement Equities Fund Credit Suisse Securities (USA) LLC, Investment Arm Dodge & Cox Lehman Brothers Asset Management Inc Mellon Capital Management Corporation New York State Common Retirement Fund Northern Trust Investments, N.A. RiverSource Investments, LLC Southeastern Asset Management, Inc. State Street Global Advisors, Inc. T. Rowe Price Associates, Inc. TCW Asset Management Company Tiger Management Corp Van Kampen Asset Management
Largest 50 Bondholders	AIG Global Investment Group Inc. Barclays Capital Inc. BNY GCM (Belgium) Calamos Advisors LLC Capital Research & Management Co. Citicorp Securities Services Inc. Citigroup Davidson Kempner Capital Management Deutsche Bank AG Elliott International LP Euroclear Bank Fidelity Management & Research Co. Franklin Advisers GE Asset Management Inc. Highbridge Capital Management J.P. Morgan Securities Inc.

Largest 50 Bondholders (continued)	Kamunting Street Capital Management King Street Capital Management Lehman Brothers Inc. Liverpool LP Loomis Sayles & Co. LP Lord, Abbett & Co., LLC MacKay Shields LLC Nicholas Applegate Capital Management Northwestern Investment Management Co. Oaktree Capital Management LLC Pacific Asset Management Pacific Investment Management Co. LLC Polygon Investment Partners Sandelman Partners, LP Scepter Holdings Inc. UBS AG London UBS Global Asset Management (US) Inc. Wellington Management Co. LLP Whitebox Advisors LLC
Official Creditors' Committee Members	DENSO International America, Inc. Law Debenture Trust Company of New York Pension Benefit Guaranty Corporation The Industrial Division of Communications Workers of America, AFL-CIO United Steelworkers Wilmington Trust Company
Official Creditors' Committee Attorneys	Kramer Levin Naftalis & Frankel LLP
Top 100 Unsecured Creditors as of May 29, 2009 (Other than individual bondholders)	ABC Group Inc AK Steel Corp American Axle & Mfg Inc Autoliv Inc Automotive Lighting Corp Benteler Automotive Blue Care Network Of Michigan Blue Cross Blue Shield Borg Warner Automotive Inc Brake Parts Inc Bridgestone/Firestone Inc Cellco Partnership Cobalt Group Inc Cooper Standard Automotive CSX Transportation Inc Dana Corporation Delphi Denso International America Inc Deutsche Bank AG Electronic Data Systems Enterprise Rent-A-Car Exxonmobil Oil Corp Federal Mogul Corp Fidelity Investments Getrag Corporation Health Alliance Plan Henniges Automotive Hertz Hitachi Automotive Prods International Automotive

Top 100 Unsecured Creditors as of May 29, 2009 (Other than individual bondholders) (continued)	International Union, United Automobile, Aerospace and Agricultural Implement Workers of America Johnson Controls LP L & W Engineering Co Inc Lear Corporation Magna Inc. Maritz Inc Mitsubishi Electric Mittal/Ispat Inland Nemak SA Norfolk Southern Railway NYX Inc Panasonic Corporation PPG Industries Inc Robert Bosch Corp Shiloh Industries Inc Starcom Media Vast Group Temic Automotive Of North Tenneco Inc Textron / Kautex Union Pacific Railroad Co US Steel Inc US Treasury Vanguard Car Rental USA
Additional Creditors: (As disclosed in 2019 Statements filed with the Court as of 6/5/09)	Franklin Templeton Investments Hitachi Automotive Products (USA), Inc. Hitachi, Ltd. Automotive Systems Magna International Inc. Marathon Asset Management Tokico (USA), Inc. Visteon Corporation Western Asset Management Company
Utility Companies	AEP (Columbus Southern Power) Allegheny Power (Potomac Ed) Alliant Energy (WP&L) Ameren UE American Fiber Systems ANR Pipeline Co AT&T AT&T Corp. AT&T Teleconference AT&T Worldnet Atmos Energy Atmos Energy Marketing LLC Baltimore Gas & Electric Co Bedford City Utilities BellSouth BellSouth Long Distance BP Canada Energy Mktg Corp BP Energy Co USA BP Products N America Inc California-American Water Comp CenterPoint Energy Arkla CenterPoint Energy Entex CenterPoint Energy Gas Trans Century Telephone Cincinnati Bell Cincinnati Bell Telephone Citizens Gas & Coke Utility City of Baltimore Columbia Gas of Ohio

Utility Companies (continued)

Columbia Gas Transmission Corp
Commonwealth Edison IL
ConocoPhillips Company
Consolidated
Consolidated Edison
Constellation NewEnergy
Consumers Energy
Coral Energy Resources LP
County of Wayne
Dayton Power & Light Co
Delta Charter Township
Denver Water
Dominion East Ohio
Dominion Virginia Power
DPL Energy Resources
DTE Energy
Duke Energy
EDS LLC
Elizabethtown Gas
Embarq Communications Inc
Empire Natural Gas Corp
EnergyUSA - TPC IN
Entergy (Power & Light)
Equitable Gas Comp
Fairpoint Communications
Frontier
Frontier Corp.
Georgia Natural Gas
Georgia Power Co
Granite
Hawaiian Telcom Inc.
Hess Corporation
Indianapolis Power & Light Co
Jacksonville Elec Authority
Kansas Gas Service KS
Laclede Gas Company
MCI
MCI Worldcom
Memphis Light Gas & Wtr Div
Monroe County Water Authority
National Grid
New Jersey-American Water Co
New York Power Authority
NICOR Gas
Northern Indiana Pub Svc Comp
Northwest Natural Gas
NV ENERGY USA
Ohio Edison Company
Oklahoma Gas & Electric USA
Oklahoma Natural Gas Co USA
Pacific Gas & Electric Comp
PECO Energy Company
Pennsylvania-American Wtr Comp
Piedmont Natural Gas Comp
Portland General Electric
Potomac Electric Power Comp
PSE&G
Qwest
Reliant Energy Solutions LLC
SBC
SBC Internet Services
Seminole Energy Services
Shell Energy N America (US)
Sierra Pacific Power Co
Solar LLC
Southern California Edison
Southern California Gas Co
Southwest Gas Corporation
Southwestern Bell

Utility Companies (continued)	Sprint SRP - Salt River Project Time Warner Telecom Toledo Edison Company Trunkline Gas Company LLC TXU Energy TXU Gas Co Vectren Energy Delivery Verizon Verizon Communications Xcel Energy
Insurance Providers	Chubb ESIS General International Limited GMAC Re Goss Great American Lexington Lloyds Marsh Inc. National Union National Union Fire Insurance Company of Pittsburgh Vigilant Zurich
Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements)	Barclays Bank of Kenya Limited Barclays Bank PLC Citibank Istanbul Citibank Japan Ltd Citibank Korea Inc. Citibank N.A., Bangkok Branch Citibank N.A., Taipei Branch Daewoo Motor Co Ltd General Electric Capital Corporation General Motors Canada Limited GM Europe Treasury Company Isuzu Motors Limited Isuzu Motors Polska Sp. Kensington Capital Corporation Maryland Economic Development Corporation Michigan Strategic Fund Ohio Water Development Authority Penske Corporation SAAB Automobile A.B. SAAB Cars Holdings Corp. State Street Bank and Trust Company of Connecticut National Association Suzuki U.S. Bank Trust National Association UAW Arizona Dept Of Revenue Ascension Parish Assumption Parish Avoyelles Parish Baldwin County Beauregard Parish C/O Wachovia Bank Caddo Parish Calcasieu Parish Caldwell Parish City Of Abbeville City Of Auburn City Of Aurora City Of Bellevue City Of Birmingham City Of Bowling Green City Of Brighton City Of Canon City

Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements) (continued)	<p>City Of Chandler City Of Daphne City Of Decatur City Of Englewood City Of Fort Collins City Of Glendale City Of Golden City Of Jasper City Of Lakewood City Of Mesa City Of Olympia City Of Portland Claiborne Parish Colbert County Commonwealth Of Pennsylvania Connecticut Department Of Revenue Services Cullman County Delaware Division Of Revenue Department Of Finance & Administration Dept Of Finance Desoto Parish Evangeline Parish Florida Department Of Revenue Franchise Tax Board Georgia Department Of Revenue Indiana Department Of Revenue Massachusetts Department Of Revenue Minnesota Department Of Revenue Mississippi Tax Commission Missouri Department Of Revenue Morgan County Nebraska Department Of Revenue NYS Sales Tax Processing Jaf Building Ohio Department Of Taxation Oklahoma Tax Commission Plaquemines Parish Puerto Rico Department Of Treasury South Dakota Dept Of Revenue State Board Of Equalization State Of Nevada State Of Washington State Tax Commission Tennessee Department Of Revenue Texas Comptroller Tuscaloosa County Utah State Tax Commission Vermont Department Of Taxes Virginia Department Of Taxation West Virginia State Tax Dept Wisconsin Dept Of Revenue Apollo Management, L.P. General Motors Investment Management Corporation Thomas H. Lee Partners, L.P. Vista Equity Partners Wind Point Partners</p>
Debtors' Joint Venture Parties	<p>Caterpillar Logistics Services Inc. Government of the Republic of Uzbekistan Isuzu Motors Limited OnStar Corporation Suzuki Motor Corporation Bank of New York Citibank, N.A. Deutsche Bank AG London U.S. Bank N.A.</p>
Indenture Trustees (including any parties to GM municipal bond financing arrangements)	<p>ABN AMRO Rothschild LLC Banc of America Securities LLC Barclays Capital Inc.</p>
Underwriting Investment Banks for GM's securities (for all securities issued or outstanding and for the prior 3 years, including investment banks used in private placement transactions)	

Underwriting Investment Banks for GM's securities (for all securities issued or outstanding and for the prior 3 years, including investment banks used in private placement transactions) (continued)	Bear, Stearns & Co. Inc. Citigroup Global Markets Inc. Credit Suisse Securities (USA) LLC Deutsche Bank Securities Inc. Goldman, Sachs & Co. Greenwich Capital Markets, Inc. J. P. Morgan Securities Inc. Merrill Lynch Morgan Stanley & Co. Incorporated Pierce, Fenner & Smith Incorporated Samuel A. Ramirez & Co., Inc. The Williams Capital Group, L.P. UBS Securities LLC Utendahl Capital Partners, L.P.
Governmental and State Regulatory Agencies	California Air Resources Board (CARB) Department of Labor Department of the Interior Department of the Treasury Department of Transportation Equal Employment Opportunity Commission Federal Trade Commission Internal Revenue Service Michigan Department of Treasury National Labor Relations Board Rhode Island Department of Environmental Management Securities and Exchange Commission U.S. Environmental Protection Agency United States Department of Justice
Secured Creditors Other Than Major Secured Lenders	Citicorp USA, Inc. GE Corporate Financial Services GELCO Corporation JPMorgan Chase Bank, N.A.
Term Loan Secured Lenders	Aegon Transamer MFS Hi Yld American Intl Group Inc. Arch Reinsurance Ltd Ares Enhanced LN Inv IR Ares IIRL IVR CLO Ltd Ares IX CLO Ltd Ares VIII CLI Ltd Ares VIR CLO Ltd Ares VR CLO Ltd Ares XI CLO Ltd Atrium IV Atrium V Avenue CLO V Ltd Avery Point CLO Ltd Ballyrock CLO 2006-1 Ltd Ballyrock CLO 2006-2 Ltd Big Sky III Senior Loan TR Bk Of America, N.A. Black Diamond CLO 2005 I Black Diamond CLO 2006-I Caymn Blackrock BD FD Inc Hi Inc FD Blackrock Corp Hi Yld Fd III I Blackrock Corp Hi Yld Fd Inc Blackrock Corp Hi Yld Fd V Inc Blackrock Corp Hi Yld Fd VI In Blackrock Debt Strt Fd Inc Blackrock Div Inc Strt Fd Inc Blackrock Fltg Rt Inc Strt Blackrock Senior Inc Ser II Blackrock Sr Inc Ser IV Canadian Imperial Bk Comm Canyon Cap Cdo 2002-1 Ltd Castle Garden Fdg Chatham Light II CLO

Term Loan Secured Lenders (continued)	
	Chatham Light III CLO Ltd
	Citibank NA-N Y
	Contl Casualty Co
	Csam Syndicated Loan Fd
	Cuna Mutual Ins Society
	Cypress Tree Intl Ln Holding C
	Delaware Delchester Fd
	Eaton Vance Cdo IX Ltd
	Eaton Vance Cdo VIII Ltd
	Eaton Vance Cdo X PLC
	Eaton Vance Fltg Rt Inc Tr
	Eaton Vance Instl Sr Ln Fd
	Eaton Vance Loan Opp Fd Ltd
	Eaton Vance Ltd Duration Inc F
	Eaton Vance Medallion Floating
	Eaton Vance Sht Dur Div Inc Fd
	Eaton Vance Sr Fltg Rt Tr
	Eaton Vance Sr Inc Tr
	Eaton Vance Vt Fltg Rt Inc Fd
	Emerald Orchard Ltd
	Fairview Funding LLC
	Fidelity Puritan Tr-Puritan Fd
	First Tr Highland Cap Fltg Rt
	Flagship CLO IV
	Flagship CLO V
	Flagship CLO VI
	Foothill CLO I Ltd
	Foothill Gr Inc
	Foothill Grp Inc
	Fortress Cr Invs I Ltd
	Fortress Cr Invs II Ltd
	Galaxite Master Unit Tst
	Genesis CLO 2007-1 Ltd
	Genesis CLO 2007-2 Ltd
	Goldman Sachs Cr Parts LP
	Goldman Sachs-Abs Loans 2007 L
	GPC 69 LLC
	Grand Cent Asset Tr Bdc
	Grand Cent Asset Tr Gslf
	Grand Cent Asset Tr Wam
	Grayson & Co
	Harbour Town Funding LLC
	Hewett's Island CLO V Ltd
	Hewetts Island CLO IV
	Hewlett-Packard Co
	Highland Floating Rate Fund
	Highland Offshore Ptnrs LP
	Iowa Public Employees Retire
	Jersey Street CLO, Ltd
	Jp Morgan Whitefriars Inc
	Katonah III, Ltd.
	Katonah IV Ltd
	Kil Loan Funding LLC
	Loan Funding XI LLC
	Loan Star State Tr
	Logan Circle - Alameda Cty Tra
	Madison Park Fdg III Ltd
	Madison Park Funding I Ltd
	Madison Park Funding II
	Marathon CLO I
	Mariner LDC
	Marlborough Street CLO Ltd
	Mayport CLO Ltd
	Merrill Lynch Cap Serv Inc
	Mfs Fltg Rt Hi Inc Fd
	Mfs Fltg Rt Inc Fd
	Mfs Intermarket Inc Tr I
	Mfs Intermediate High Income F
	Mfs Spcl VI Tr

Term Loan Secured Lenders (continued)	Mfs Sr III Tr Hi Yld Opp Fd Mfs Variable Ins Tr Mfs High I Mfs Vit II High Yeild Portolio Mfs-Dif-Diversified Income Fun Morgan Stanley Sr Fd Inc Nash Point CLO Nash Point CLO III B.V. National City Bank Oak Hill Credit Partners V Ltd Oaktree-Bill & Melinda Gates Obsidian Master Fd OCM High Yield Plus Fd LP Octagon Invsmt Part XI Ltd OHA Park Avenue CLO I Ltd OHSF Financing Ltd OHSF II Financing Ltd Phoenix Edge-Multi-Sec Fix Inc Pimco Fairway Loan Funding Co Pimco2496-Fltg Rt Inc Fd Pimco2497-Fltg Rt Strt Fd Pimco3813- Cayman Bk Ln Fd Pimco6819 Portola CLO Ltd Pimco706-Fd Private Hi Yd Pt Primus CLO I Ltd Primus CLO II Ltd Race Point III CLO Race Point IV CLO Ltd Reams-Prudential Ret Ins & Ann RGA Reinsurance Co Sankaty High Yield Part II LP Sankaty Hy Part III LP Secondary Loan And Distressed Sf-3 Segregated Portfolio Silverado CLO 2006-I Ltd State Of Connecticut Talon Total Return Ptnrs LP Talon Total Return Qp Ptnrs LP TCW Absolute Return Credit Fd Trilogy Portfolio Co LLC Vitesse CLO Ltd Vulcan Ventures Inc Wells - 13702900 Wells - 13823100 Wells - 14945000 Wells - 16017000 Wells 16959701-John Hancock In Wells Cap Mgmt - 13923601 Wells Cap Mgmt 12222133 Wells 16463700 La Dept W&Pwr Em Wells 16959700-Jh Hi Yld West Bend Mutual Insurance Com XX - Mfs - High Yield Var Acct XX - Wells Cap Mgmt 18866500 XX -Lehman Brothers First Trust XX -Lehman Brothers High Income
Credit Revolver Secured Lenders	ABN AMRO Australia & New Zealand Bank Banca Intesa (Intesa BCI)** Bank of America Bank of China Bank of Montreal Bank of New York Bank of Nova Scotia Barclays Bank Bayerische Landesbank BBVA (a.k.a. Banco Bilbao Vizcaya Argentaria) Bear Stearns BNP Paribas

Credit Revolver Secured Lenders (continued)	Calyon CIBC Citibank, N.A. Citigroup Comerica Bank Commerzbank AG Credit Suisse Deutsche Bank Dresdner Bank Fifth Third Bank Fortis Helaba (Landesbank Hessen) HSBC ING Bank JP Morgan Chase KBC Bank Key Bank M&T Bank Mellon Bank Merrill Lynch Bank Mizuho Corporate Bank Morgan Stanley Nordea Bank Northern Trust Company RBS (Royal Bank of Scotland) SE Banken SMBC Societe Generale Standard Chartered Bank UBS AG WestLB
Professionals Employed	ABN AMRO, Inc. AG Edwards Inc. Alix Partners Arthur Andersen Bank of New York Mellon Corporation Bear Stearns International Limited Bear, Stearns & Co. Inc. Blackstone Group L.P. BNP Paribas Citibank, National Association (Las Vegas, NV) Citigroup CIB Cravath, Swaine & Moore LLP Credit Suisse Davis Polk & Wardwell Deloitte & Touche (Deloitte Touch Tohmatsu & Deloitte LLP Deutsche Bank Securities Inc. Ernst & Young Evercore Partners Inc. Goldman Sachs Group Inc. Goldman, Sachs & Co. Honigman Miller Schwartz and Cohn LLP J.P. Morgan & Co. Inc. JPMorgan Chase & Co Jenner & Block LLP Jones Day Kirkland & Ellis LLP KPMG LLP Merrill Lynch & Co., Inc. Merrill Lynch International Limited Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. Incorporated Osler, Hoskin & Harcourt LLP Price Waterhouse Coopers Richards, Layton & Finger Stewart McKelvey Stirling Scales Weil, Gotshal & Manges LLP White & Case, L.L.P.

Major Customers	AMERCO Avis Budget Group, Inc. Barloworld Ltd. BMW Group Brunswick Corp. Coachmen Industries Inc. Delphi Corp. GMAC LLC Imperial Holdings Ltd. Residential Capital LLC Sonic Automotive Inc. The Hertz Corporation XM Satellite Radio, Inc.
Top 100 Suppliers	Aisin Seiki Co Ltd. Allison Transmission Inc. American Axle & Mfg Holdings Inc. Android Industries-Delta Township Arvinmeritor Inc. Ballard Power Systems Inc. Behr GmbH & Co. Borg Warner Inc. Bosch, Robert Stiftung GmbH Bose Corp. Bridgestone Corp. Dana Holding Corp. Delphi Corp. Denso Corp. Eaton Corp. Getrag Getriebe-Und Zahnradfabrik GKN Plc Goodyear Tire & Rubber Co. Guardian Industries Corp. Hayes Lemmerz International Inc. Hella Kgaa Hueck & Co. Hitachi Ltd. Illinois Tool Works Inc. International Automotive Components Johnson Controls Inc. Key Safety Systems Inc. Kohlberg & Co LLC L&W Inc. Lear Corp. Martirea International Inc. Morgan, JP Chase & Co Nyx Inc. Peugeot SA Remy International Inc. Renco Group Inc. Sanluis Corporacion SA De Cv Schaeffler Kg Sumitomo Electric Industries Ltd. Textron Inc. TI Automotive Ltd. Timken Co. Inc. Tomkins Plc Total SA Toyota Industries Corp. TRW Automotive Holdings Corp. Valeo Visteon Corp. Windsor Mold Inc. Yazaki Corp. Yorozu Corp. Zeppelin-Stiftung
Strategic Alliances	Apollo Tyres Ltd. Applied Intellectual Capital Carnegie Mellon University

Strategic Alliances (continued)	Daimler AG Duke Energy Corp. Ford Motor Co. Freudenberg-NOK General Partnership GAZ Group GMAC LLC HSBC Finance Corp. HSBC Financial Corp Ltd. Nicholas Financial Inc. Ontario Power Generation Inc. Rockwood Holdings Inc. Segway, Inc. SK Telecom Co. Ltd. State Grid Corporation of China
Unions/Non-Debtor Parties to Collective Bargaining Agreements	IAM IBEW International Association of Machinists International Brotherhood of Electrical Workers
Major Litigation Claimants	Amico Barnevick Bryant California Attorney General Stanley Zielezinski
Professionals Retained by Significant Creditor Groups	Brown Rudnick Cadwalader Wickersham and Taft LLP Haynes & Boone LLP Houlihan Lokey Lazard Ltd. Morgan, Lewis & Bockius Otterbourg, Steindler, Houston & Rosen, P.C. Paul, Weiss, Rifkind, Wharton & Garrison LLP Rothschild LLP Simpson Thacher & Bartlett LLP Skadden, Arps, Slate, Meagher & Flom LLP Sonnenschein Nath & Rosenthal LLP
Entities in which GM owns an equity interest (This list is based on the investments included in the Capital IQ Report, and the organizational charts provided by GM.	General Motors (China) Investment Company Ltd. General Motors Daewoo Auto And Technology CIS General Motors Powertrain (Thailand) GM Daewoo Auto & Technology Company Boco (Proprietary) Limited General Motors Do Brasil LTDA.
Asia Pacific	Adam Opel GmbH Caterpillar Logistics LLC General Motors Asset Management Limited GM Europe A.G.
Latin America, Africa, and Middle East	GMAC Auto Lease Purchase Corporation
Europe	Aerovironment, Inc. Electric Scientific, Inc. General Motors De Mexico, S. De R.L. De C.V. GMAC Holding S.A. De C.V. New Cure, Inc. New United Motor Manufacturing, Inc. United Online, Inc. XM Satellite Radio Holdings Inc.
North America – Dealerships	General Motors Investment Management Corporation General Motors Of Canada Limited GMAC Auto Lease Payment Corp.
North America – Joint Ventures	
North America – Operating Entities	

North America – Operating Entities (continued)	GMAC LLC GMAM Real Estate I, LLC
Miscellaneous	GMAC GMAC Banque GMACCommercial Credit (Holdings) Limited OnStar, LLC

Exhibit B

Hearing Date and Time: August 18, 2009 at 9:45 a.m. (Eastern Time)
Objection Deadline: August 13, 2009 at 4:00 p.m. (Eastern Time)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re: : Chapter 11 Case No.:
: :
MOTORS LIQUIDATION COMPANY, et al. : 09-50026 (REG)
f/k/a General Motors Corp., et al. :
: :
Debtors. : (Jointly Administered)
----- X

**ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF FTI CONSULTING, INC., AS FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, EFFECTIVE AS OF JUNE 3, 2009**

Upon the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of the above-captioned debtors and debtors-in-possession herein (the “Debtors”), for entry of an order, pursuant to sections 328, 1103(a) and 1103(b) of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532, as amended (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”), authorizing the retention and employment of FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees “FTI”) as financial advisor to the Committee *nunc pro tunc* to June 3, 2009, and upon the Declaration of Michael Eisenband (the “Eisenband Declaration”); and the Court being satisfied, based upon the representations made in the Application and the Eisenband Declaration, that such financial advisor represents no interest adverse to the Debtors’ estates or their creditors with respect to the matters upon which FTI is to

be engaged, that FTI is a disinterested person as that term is defined under section 101(14) of the Bankruptcy Code, and that FTI's employment is necessary and in the best interests of the Debtors' estates and their creditors; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and after due deliberation thereon, and good and sufficient cause appearing therefore, it is hereby

ORDERED that the Application is granted and approved in all respects; and it is further

ORDERED that the capitalized terms not defined herein shall have the meanings ascribed to them in the Application; and it is further

ORDERED that, pursuant to sections 328, 1103(a) and 1103(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Bankruptcy Rule 2014-1, the Committee is hereby authorized to employ FTI as its financial advisor, in accordance with the terms set forth in the Application, *nunc pro tunc* to June 3, 2009; and it is further

ORDERED that FTI's Monthly Fixed Fee and Completion Fee shall be subject to the standard of review provided in section 328(a) of the Bankruptcy Code except as noted below; and it is further

ORDERED that notwithstanding the foregoing, the United States Trustee shall retain the right to object to the Hourly Compensation, Monthly Fixed Fee and the Completion Fee based on the reasonableness standard provided for in Bankruptcy Code section 330; and it is further

ORDERED, that the Debtors and their estates shall be bound by the following indemnification provision:

FTI and its affiliates, and their respective past, present and future directors, officers, shareholders, employees, agents and controlling persons (the "**Indemnified Parties**"), shall be indemnified and held harmless by the Debtors to the fullest extent lawful, from and against any and all losses, claims, damages or liabilities (or actions in respect thereof), joint or several, arising out of or related to the Engagement, any actions

taken or omitted to be taken by an indemnified party in connection with FTI's provision of services to the Committee, or any transaction or proposed transaction contemplated thereby. In addition, the Indemnified Parties shall be reimbursed for any legal or other expenses reasonably incurred by them in respect thereof at the time such expenses are incurred; provided, however, that the Debtors shall have no liability under the foregoing indemnity and reimbursement agreement for any loss, claim, damage or liability which is finally judicially determined to have resulted primarily from the willful misconduct, gross negligence, bad faith or self-dealing of any Indemnified Party,

and it is further

ORDERED that for the periods covered by the Monthly Fixed Fee, FTI shall only be required to, maintain time records for services rendered, in half hour increments.

Dated: New York, New York
August ___, 2009

HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE